

Regional Greenhouse Gas Initiative

an initiative of the Northeast and Mid-Atlantic States of the U.S.

Auction Notice for CO₂ Allowance Auction 2 on December 17, 2008

States offering CO₂ allowances for sale:

Connecticut, Delaware, Maine, Maryland, Massachusetts,
New Hampshire, New Jersey, New York, Rhode Island, and Vermont

Issued on October 13, 2008

Administered by RGGI, Inc.
90 Church Street, 4th Floor, New York, New York 10007



The Regional Greenhouse Gas Initiative (RGGI) is a cooperative effort by participating states to reduce emissions of carbon dioxide (CO₂), a greenhouse gas that causes global warming.

RGGI, Inc. is a non-profit corporation created to provide technical and administrative services to the CO₂ Budget Trading Programs of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont.

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1 **General Information**

This document, *Auction Notice for CO₂ Allowance Auction 2 on December 17, 2008* (“*Auction Notice*”), is the notification for CO₂ Allowance Auction 2 (“*Auction 2*”), scheduled to take place from 9:00 AM ET¹ until 12:00 PM ET on December 17, 2008. The *Auction Notice* provides information about eligibility, auction format and procedures, and participation requirements. All relevant documents referenced in this *Auction Notice*, including the *Qualification Application – Version 1.1* (“*Qualification Application*”) and the *Intent to Bid for CO₂ Allowance Auction 2* (“*Intent to Bid*”), can be found in an electronic format at <http://www.rggi.org/co2-auctions> (“*Auction Website*”).

1.1 **Introduction**

The Regional Greenhouse Gas Initiative (“*RGGI*”) is a cooperative effort by ten Northeastern and Mid-Atlantic States: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Jersey, New Hampshire, New York, Rhode Island, and Vermont, the “*Participating States*,” to reduce carbon dioxide emissions from power plants through the implementation of a linked CO₂ Budget Trading Program by each Participating State. Regional Greenhouse Gas Initiative, Inc. (“*RGGI, Inc.*”) is a non-profit corporation created to provide technical and administrative services to the Participating States in the development and implementation of their CO₂ Budget Trading Programs.

More details about the *RGGI* and *RGGI, Inc.* can be found at <http://www.rggi.org> and <http://www.rggi.org/rggi>, respectively.

To support the CO₂ Budget Trading Programs, the Participating States are implementing a regional auction platform to sell CO₂ allowances (“*Auction Platform*”), which is managed by the *RGGI CO₂ Budget Trading Programs Auction Manager* (“*Auction Manager*”). All of the Participating States are offering CO₂ allowances for sale in Auction 2.² Auction 2 is authorized by and will be conducted in accordance with the authority of each Participating State and each will retain the authority to make its own regulatory determinations in conducting Auction 2. This *Auction Notice* is authorized by, and in accord with, each Participating State’s statutory and/or regulatory authority.³

1.2 **Auction Schedule**

Table 1 presents the current schedule for all events associated with Auction 2 (“*Auction Schedule*”). Please note that times and dates in the schedule are subject to change. Any change to the Auction Schedule will be reflected on the Auction Website and emailed to the Authorized Auction Representatives.

¹ ET, or EPT on the Auction Platform, refers to the prevailing local time in the Eastern Time Zone. All times in the *Auction Notice* dated before Sunday, November 2, 2008 use Eastern Daylight Time. All times in the *Auction Notice* dated after Sunday, November 2, 2008 use Eastern Standard Time.

² Delaware’s participation in Auction 2 is contingent on adoption of their regulations, which is expected to occur on November 11, 2008. A supplemental notice will be issued by *RGGI, Inc.* no later than 5:00 PM ET on Thursday, November 13, 2008 confirming the final quantity of CO₂ allowances being offered for sale in Auction 2.

³ See Footnote 2.

Event	Date	Time
Release auction documents <ul style="list-style-type: none"> <i>Auction Notice</i> <i>Qualification Application</i> <i>Intent to Bid</i> 	Monday, October 13, 2008	No later than 8:00 AM ET
Open online question window	Monday, October 13, 2008	8:00 AM ET
Hold webinar	Tuesday, October 14, 2008	2:00 to 4:00 PM ET
Close online question window	Thursday, October 16, 2008	5:00 PM ET
Post responses to online questions	Wednesday, October 22, 2008	No later than 12:00 PM ET
Auction documents due⁴ <ul style="list-style-type: none"> <i>Qualification Application</i> <i>Intent to Bid</i> 	Thursday, October 30, 2008	No later than 5:00 PM ET
Auction Manager sends remediation notification and instructions to each Applicant <ul style="list-style-type: none"> <i>Qualification Application</i> <i>Intent to Bid</i> 	Friday, November 7, 2008	No later than 3:00 PM ET
Release <i>Final Number of CO₂ Allowances Offered for Sale in Auction 2</i>	Thursday, November 13, 2008	No later than 5:00 PM ET
Remediated auction documents due, where applicable	Monday, November 24, 2008	No later than 5:00 PM ET
Auction Manager sends qualification status to each Applicant	Tuesday, December 2, 2008	No later than 5:00 PM ET
Auction Manager distributes usernames & passwords	Tuesday, December 2, 2008	No later than 5:00 PM ET
Hold Auction Platform training sessions	Wednesday, December 3, 2008	1:00 to 4:00 PM ET
Hold Auction Platform training sessions	Thursday, December 4, 2008	1:00 to 4:00 PM ET
Financial security due	Thursday, December 11, 2008	No later than 5:00 PM ET
Auction Manager sends notification of participation status	Monday, December 15, 2008	No later than 8:00 AM ET
Hold Auction 2	Wednesday, December 17, 2008	9:00 AM to 12:00 PM ET
Auction Manager sends notification of Auction 2 awards	Friday, December 19, 2008 or Monday, December 22, 2008	No later than 5:00 PM ET
Optional cash settlement due	Wednesday, December 24, 2008	No later than 5:00 PM ET
Unused cash financial security returned	Wednesday, December 31, 2008	No later than 5:00 PM ET
Allowance transfer and confirmation	Monday, January 5, 2009	No later than 5:00 PM ET

Table 1: Auction Schedule

1.3 CO₂ Allowances to be Auctioned

Allocation year 2009 CO₂ allowances, as described in Table 2, will be offered for sale in Auction 2.

State	Allocation Year 2009 CO ₂ Allowances to be Auctioned	%
Connecticut	1,372,530	4.4%
Delaware ⁵	755,979	2.4%
Maine	872,506	2.8%

⁴ All due dates specified in the *Auction Notice* refer to the date and time on which the item(s) must be received by the Auction Manager.

⁵ See Footnote 2.

State	Allocation Year 2009 CO ₂ Allowances to be Auctioned	%
Maryland	5,331,781	16.9%
Massachusetts	4,387,534	13.9%
New Hampshire	1,189,610	3.8%
New Jersey	4,532,761	14.4%
New York	12,422,161	39.4%
Rhode Island	438,774	1.4%
Vermont	202,262	0.6%
Total	31,505,898	100.0%

Table 2: CO₂ Allowances Offered for Sale in Auction 2

1.4 Eligibility

All parties and categories of bidders are eligible to participate in Auction 2. However, to participate in Auction 2, a party must meet all other participation requirements and follow all procedures outlined in this *Auction Notice*.

2 Participation Requirements

Participation in Auction 2 is open to both previously qualified applicants and new applicants, as set forth below.

2.1 Previously Qualified Applicant

A previously qualified applicant with a material change to the information previously submitted in its qualification application becomes a new applicant and must follow the requirements and procedures set forth in Section 2.2. Specific criteria outlining what constitutes a material change to the information previously submitted in its qualification application are provided in the *Intent to Bid* "Form 2 – Material Change."

A previously qualified applicant without a material change to the information previously submitted in its qualification application is not required to complete and submit a new *Qualification Application*. In order to participate in Auction 2, such applicant must:

1. Complete and submit the *Intent to Bid* as set forth in Section 2.7; and
2. Meet the financial security requirements as set forth in Section 2.9.

2.2 New Applicant

In order to become qualified and participate in Auction 2, each new applicant must:

1. Maintain a compliance or general account in the RGGI CO₂ Allowance Tracking System as set forth in Section 2.4;
2. Complete and submit the *Qualification Application* as set forth in Section 2.6;
3. Complete and submit the *Intent to Bid* as set forth in Section 2.7; and
4. Meet the financial security requirements as set forth in Section 2.9.

Once qualified for Auction 2, an applicant is qualified to participate in any future CO₂ Allowance Auction held by the Participating States,⁶ unless there has been a material change to information submitted in the approved application.

2.3 Applicant

Throughout the rest of the *Auction Notice*, the term “Applicant” is used to refer to both a previously qualified applicant and a new applicant.

2.4 RGGI CO₂ Allowance Tracking System Account

Each Applicant must possess an active RGGI CO₂ Allowance Tracking System (RGGI COATS) compliance or general account. The RGGI COATS account number provided on the qualification application is the account into which all awarded CO₂ allowances from Auction 2 will be transferred.⁷

An Applicant that has yet to open a RGGI COATS account is strongly advised to do so immediately.

The current version (1.2) of the RGGI COATS accommodates the creation and management of general accounts as well as the management of compliance accounts that have been approved for creation in the RGGI COATS by the state in which the CO₂ budget source is located.

For a compliance account, each CO₂ authorized account representative⁸ will receive an email notification from the RGGI COATS when its compliance account has been created. This communication will include its account number. Authorized account representatives of created accounts may also retrieve account numbers by logging into the RGGI COATS at www.rggi-coats.org and clicking the "Accounts" menu item. If a state has not approved the creation of a compliance account by the Qualification Application deadline, then a general account must be registered for the auction.⁹

To open a general account, each Applicant must go to <http://www.rggi-coats.org> and request to be a user of the RGGI COATS. The RGGI COATS user request process requires the submission of a User Login Request Form in hard copy to the RGGI COATS administrator before the Applicant may submit a general account application in the RGGI COATS.

A RGGI COATS Authorized Account Representative may freely transfer CO₂ allowances between any accounts, compliance or general.

⁶ If an additional state or region joins RGGI for a future auction, that state or region may have additional qualification requirements.

⁷ Note that a change to the RGGI COATS account on file with the Auction Manager constitutes a material change to the *Qualification Application* (see *Intent to Bid* “Form 2 – Material Change”).

⁸ For a CO₂ budget source and each CO₂ budget unit at the source, the natural person who is authorized by the owners and operators of the source and all CO₂ budget units at the source, in accordance with the CO₂ Budget Trading Programs, to represent and legally bind each owner and operator in matters pertaining to the CO₂ Budget Trading Programs or, for a general account, the natural person who is authorized, under the CO₂ Budget Trading Programs, to transfer or otherwise dispose of CO₂ allowances held in the general account.

⁹ For more information regarding compliance accounts, contact the appropriate staff for the state in which a CO₂ budget source is located (see Section 9).

2.5 Authorized Auction Representatives

The Primary Authorized Auction Representative ("PAAR") is expected to represent the Applicant in any CO₂ Allowance Auction in which the Applicant participates. The PAAR, who must be an employee of the Applicant (if the Applicant is not an individual person), will receive a unique username and password for the Auction Platform, allowing him/her to submit bids in the CO₂ Allowance Auction in which the Applicant is approved to participate. The PAAR will serve as the primary contact for all communications regarding the *Qualification Application*, the *Intent to Bid*, all notices and documentation, and any other information related to a CO₂ Allowance Auction(s). The principal mode of communication will be email and the internet.

While not required, it is recommended that the PAAR be the same person designated as the RGGI COATS authorized account representative for the Applicant's RGGI COATS account.

If so desired, the Applicant may designate a Secondary Authorized Auction Representative ("SAAR"). The SAAR does not have to be an employee of the Applicant but is authorized to represent the Applicant in any CO₂ Allowance Auction in which the Applicant participates. The SAAR will also receive the same unique username and password for the Auction Platform, allowing him/her to submit bids in the CO₂ Allowance Auction for which the Applicant is approved to participate. The SAAR will also receive all communications regarding the *Qualification Application*, the *Intent to Bid*, all notices and documentation, and any other information related to a CO₂ Allowance Auction(s). The principal mode of communication will be email and the internet.

The integrity of each CO₂ Allowance Auction depends upon each Authorized Auction Representative safeguarding confidential information and passwords used in each CO₂ Allowance Auction. The Authorized Auction Representative can represent more than one (1) Applicant, however the Applicants must have either a disclosable corporate or bidding association that must be disclosed in the *Qualification Application*. Each Authorized Auction Representative must ensure that only authorized persons act on behalf of an Applicant in a CO₂ Allowance Auction.

2.6 Qualification Application Submittal and Review

To participate in Auction 2, each new applicant must submit a fully completed *Qualification Application*. The *Qualification Application* must be received by the Auction Manager no later than 5:00 PM ET on Thursday, October 30, 2008. Submission instructions are contained in the *Qualification Application*.

Each Participating State will review each *Qualification Application* and make a determination to grant or deny qualification in the following manner:

1. The Auction Manager will confirm receipt of each *Qualification Application* via email no later than 5:00 PM ET on the day it is received.
2. Failure to provide any information required in the *Qualification Application* will result in the *Qualification Application* being deemed incomplete or otherwise deficient. Each new applicant will be notified via email no later than 3:00 PM ET on Friday, November 7, 2008 whether or not its *Qualification Application* has been deemed incomplete or otherwise deficient, and the reason(s) for the determination.
3. The new applicant will have until 5:00 PM ET on Monday, November 24, 2008 to remediate the *Qualification Application*, such as providing additional information or fixing

inconsistencies between applications from associated applicants. Failure to remediate the *Qualification Application* may result in the new applicant being denied qualification.

4. Each Participating State will review each new applicant's *Qualification Application* and make a determination to grant or deny qualification to each new applicant.
5. Each new applicant will be notified via email no later than 5:00 PM ET on Tuesday, December 2, 2008 as to whether its qualification has been granted or denied.

2.6.1 Review of Previously Qualified Applicants

To participate in Auction 2, a previously qualified applicant without a material change to the information previously submitted in its qualification application must be qualified by the four states that did not offer CO₂ allowances for sale in CO₂ Allowance Auction 1.¹⁰ For each such previously qualified applicant that submits an *Intent to Bid*, each of these four states will review and make a determination to grant or deny qualification based on its previously submitted qualification application. Each such previously qualified applicant will be notified via email no later than 5:00 PM ET on Tuesday, December 2, 2008, as to the determination of qualification status by these four states.

2.7 Intent to Bid Submittal and Review

To participate in Auction 2, each Applicant must submit a fully completed *Intent to Bid*. The *Intent to Bid* must be received by the Auction Manager no later than 5:00 PM ET on Thursday, October 30, 2008. Submission instructions are contained in the *Intent to Bid*.

Each Participating State will determine the completeness of each *Intent to Bid* in the following manner:

1. The Auction Manager will confirm receipt of each *Intent to Bid* via email no later than 5:00 PM ET on the day it is received.
2. Failure to provide any information required in the *Intent to Bid* will result in the *Intent to Bid* being declared incomplete. Each Applicant will be notified via email no later than 3:00 PM ET on Friday, November 7, 2008 whether or not its *Intent to Bid* has been deemed complete, and the reason(s) for the determination.
3. The Applicant will have until 5:00 PM ET on Monday, November 24, 2008 to remediate the *Intent to Bid*, such as providing additional information. Failure to remediate the *Intent to Bid* may result in the Applicant's *Intent to Bid* being deemed incomplete.
4. Each Participating State will review each Applicant's *Intent to Bid* and make a determination to the completeness of each Applicant's *Intent to Bid*.
5. Each Applicant will be notified via email no later than 5:00 PM ET on Tuesday, December 2, 2008 as to whether its *Intent to Bid* is determined complete or not.

2.8 Potential Bidder

Each Applicant that has been qualified and submitted a complete *Intent to Bid* is referred to as a "Potential Bidder."

¹⁰ Delaware, New Hampshire, New Jersey, and New York.

2.9 Submittal of Financial Security

To participate in Auction 2, financial security, in United States dollars (USD), must be received before Thursday, December 11, 2008 at 5:00 PM ET. The amount of financial security will be used to set bidding limitations. To determine how much financial security to provide in Auction 2, see Section 7.2.2.

Only three forms of financial security are acceptable: (1) a bond issued by a financial institution with a United States banking license, (2) cash in the form of a wire transfer or certified funds, such as a certified bank check or cashier's check, or (3) an irrevocable letter of credit (ILOC) issued by a financial institution with a United States banking license. Potential Bidders may combine any of these forms of financial security.

Details of these forms of financial security are set forth below. Interest will not be paid on any financial security provided. Each Potential Bidder should be sure to allow sufficient time for the delivery financial security by consulting with its banker well before the financial security due date.

2.9.1 Providing Financial Security by Bond

Bonds must be received by the Auction Manager no later than 5:00 PM ET on Thursday, December 11, 2008 at the following address:

RGGI CO₂ Budget Trading Programs Auction Manager
c/o World Energy Solutions, Inc.
446 Main Street, 14th Floor
Worcester, MA 01608
Phone: 800.578.0718

The form of bond is provided in Appendix A and on the Auction Website as an editable Microsoft Word document. No material changes will be permitted to the form of bond. To the extent the submitted bond differs from the form provided in the *Auction Notice*, the Potential Bidder assumes the risk that the bond may be rejected. The party named as "Applicant" in the bond must be identical to that named in the qualification application and *Intent to Bid*. The expiration date of the bond must be no earlier than Friday, January 2, 2009.

A courtesy copy of the bond in Adobe PDF format may be sent for information purposes only to the Auction Manager at auctionmanager@worldenergy.com.

Bonds will be returned after they expire. Unless otherwise requested that a bond be returned, each bond with an expiration date extending beyond Friday, January 2, 2009 will continue to be held by RGGI, Inc. as valid financial security for any future CO₂ Allowance Auction.¹¹

2.9.2 Providing Financial Security by Cash (Wire Transfer)

Cash wire transfers must be received by Mellon, N.A. no later than 5:00 PM ET on Thursday, December 11, 2008 at the following address:

¹¹ Provided such bond meets the minimum expiration date outlined in the applicable auction notice of the subsequent CO₂ Allowance Auction(s).

ABA Routing Number:	Information removed
Receiving Bank:	Mellon N.A. 500 Ross St. Pittsburgh, PA 15262
Beneficiary:	Information removed Regional Greenhouse Gas Initiative, Inc. As Agent for the Signatory States of the Regional Greenhouse Gas Initiative
Originating Bank Information (OBI Field):	“RGGIAUCTION – No 2” and “Applicant Name,” as reported on the qualification materials (Skip one space between each information item)

The Potential Bidder is responsible for obtaining confirmation from its financial institution that Mellon N.A. has received the financial security and deposited it in the proper account.

Each Potential Bidder submitting cash by wire transfer must also complete and submit the “Wire Transfer Remittance Form for CO₂ Allowance Auction 2” to the Auction Manager, which is contained in Appendix B and on the Auction Website as an editable Microsoft Word document. This form must be faxed or emailed to the following address on or before the day of the wire transfer to ensure that the financial security is credited to the appropriate Potential Bidder:

RGGI CO₂ Budget Trading Programs Auction Manager
Fax: 508.459.8101
Email: auctionmanager@worldenergy.com

All unused wire transfer balances will be returned via Automated Clearing House (“ACH”) credit no later than Wednesday, December 21, 2008.

Each Potential Bidder should check with their financial institution to determine whether their account can receive an ACH credit. Accurate and complete ACH information is necessary to ensure the transaction is completed on a timely basis. If an ACH transaction fails, the Auction Manager will contact the bidder to resolve the issue. All failed ACH transactions will be resubmitted no fewer than five (5) business days after the first ACH transaction.

2.9.3 Providing Financial Security by Cash (Certified Funds)

Certified funds in the form of a certified bank check or cashier’s check must be received by RGGI, Inc. no later than 5:00 PM ET on Thursday, December 11, 2008 at the following address:

RGGI, Inc.
Box 223626
Pittsburgh, PA 15262-2626

The certified bank check or cashier's check must be made out to “Regional Greenhouse Gas Initiative, Inc. As Agent” and include Account No. (information removed) in the memo field. All checks will be deposited into RGGI, Inc.’s account at Mellon N.A. The financial security will be credited at the time the check clears.

A certified bank check or cashier's check must be accompanied by the "Certified Funds Remittance Form for CO₂ Allowance Auction 2," which is contained in Appendix C and on the Auction Website as an editable Microsoft Word document. In addition, a copy of this form must be faxed or emailed to the Auction Manager at the following address on or before the day of the certified bank check or cashier's check is mailed to RGGI, Inc. to ensure that the financial security is credited to the appropriate Potential Bidder:

RGGI CO₂ Budget Trading Programs Auction Manager
Fax: 508.459.8101
Email: auctionmanager@worldenergy.com

All unused cash balances will be returned via Automated Clearing House ("ACH") credit no later than Wednesday, December 21, 2008.

Each Potential Bidder should check with their financial institution to determine whether their account can receive an ACH credit. Accurate and complete ACH information is necessary to ensure the transaction is completed on a timely basis. If an ACH transaction fails, the Auction Manager will contact the bidder to resolve the issue. All failed ACH transactions will be resubmitted no fewer than five (5) business days after the first ACH transaction.

2.9.4 Providing Financial Security by Irrevocable Letter of Credit

ILOCs must be received by the Auction Manager no later than 5:00 PM ET on Thursday, December 11, 2008 at the following address:

RGGI CO₂ Budget Trading Programs Auction Manager
c/o World Energy Solutions, Inc.
446 Main Street, 14th Floor
Worcester, MA 01608
Phone: 800.578.0718

The form of ILOC is provided in Appendix D and on the Auction Website as an editable Microsoft Word document. No material changes will be permitted to the form of ILOC. To the extent the submitted ILOC differs from the form provided in the *Auction Notice*, the Potential Bidder assumes the risk that the submitted ILOC may be rejected. The expiration date of the ILOC must be no earlier than Friday, January 2, 2009.

A courtesy copy of ILOC in Adobe PDF format may be sent for information purposes only to the Auction Manager at auctionmanager@worldenergy.com.

ILOCs will be returned after they expire. Unless otherwise requested that an ILOC be returned, each ILOC with an expiration date extending beyond Friday, January 2, 2009 will continue to be held by RGGI, Inc. as valid financial security for any future CO₂ Allowance Auction.¹²

¹² Provided such ILOC meets the minimum expiration date outlined in the applicable auction notice of the subsequent CO₂ Allowance Auction(s).

2.10 Auction Participation Notification

Each Potential Bidder that has successfully met the financial security requirements outlined in Section 2.9 may bid in Auction 2. Each Potential Bidder will be notified no later than 8:00 AM ET on Monday, December 15, 2008 whether or not it is approved to participate in Auction 2.

3 Confidential Information

To maintain the integrity of Auction 2, an Applicant may not publicly release confidential information. Confidential information includes, but is not limited to, qualification status, bidding strategy, bid price and/or bid quantity information, and information on financial security to the extent such information is not generally available to the public.

If the Applicant has retained an advisor, defined as an entity or person(s) advising or assisting the Applicant with bidding strategy in Auction 2, who is providing similar advice or assistance to another Applicant, or who will be privy to confidential information relative to any other applicant, then the Applicant must ensure appropriate protections against the advisor serving as a conduit of information or coordination between or among Applicants.

An Applicant may assert that it considers information submitted in the *Qualification Application* and *Intent to Bid* to be confidential by checking the box at the bottom of each form. Information contained in the *Qualification Application* and *Intent to Bid* will be held confidential by the Participating States to the extent permitted by applicable state laws, except that after the financial settlement and CO₂ allowance transfer, the Participating States will release certain aggregate information concerning the Auction 2 results as well as the names of Potential Bidders.

4 Limitation on Communication

Before the *Qualification Application* and *Intent to Bid* deadline, Applicants may enter into otherwise lawful associations, but each Applicant must disclose the existence of the associations as required in the *Qualification Application*. After the relevant *Qualification Application* filing deadline, an Applicant may not communicate¹³ with any other Applicant or party that has not been disclosed in its qualification application, except as requested by the Auction Manager to remediate a *Qualification Application*. Since an Applicant may not re-file the *Qualification Application* after the deadline, an Applicant that makes a material change(s) after the deadline may not participate in Auction 2.

5 Market Monitor

RGGI, Inc. has retained the services of an independent market monitor that will monitor the auction and provide ongoing monitoring of CO₂ allowance holdings and CO₂ allowance transaction activity, among other activities. The market monitor will monitor bidder behavior in each auction and report to the Participating States any activities that may have a material impact on the efficiency and performance of the auction.

Any fraudulent, misleading, manipulative, collusive, or noncompetitive behavior in a CO₂ Allowance Auction or in the CO₂ allowance market may be investigated and prosecuted in accordance with any and all applicable regulations and laws.

¹³ These communications include, but are not limited to, communicating information such as bidding strategy, the bid price and/or bid quantity, and the amount of financial security posted.

6 Pre-Auction Process

This section describes pre-auction activities that will occur following the release this *Auction Notice*.

6.1 Webinar

There will be one webinar prior to Auction 2. The webinar will be open to any party interested in participating in Auction 2. The webinar will present the auction format, forms that need to be submitted, and review process. No questions will be taken during the webinar. The webinar will be held from 2:00 PM ET to 4:00 PM ET on Tuesday, October 14, 2008.

To access the webinar audio, call the teleconference access number, 888.875.4624 and enter the participant code, 555661#.

To access the webinar slides, go to the Auction Website and download them. The slides for the webinar will be posted on the Auction Website no later than 8:00 AM ET on Tuesday, October 14, 2008. Alternatively, to view the slides online as the presenter goes through them, please go to <http://www.infiniteconferencing.com/Events/worldenergy>. Select the participant option and then enter participant code 555661 and the following information: name, company, email address, and title.

6.2 Electronic Question Submittal

The Auction Website includes a link to submit questions and comments regarding the auction process. A blank email message, addressed to the Auction Manager, will be generated by clicking on this link. Questions can also be sent directly to auctionmanager@worldenergy.com. The question window opens at 8:00 AM ET on Monday, October 13, 2008 and closes at 5:00 PM ET on Thursday, October 16, 2008.

Email is the sole means to submit a question regarding the *Auction Notice*, *Qualification Application*, and *Intent to Bid*. Questions must be submitted in English and concern only these documents. No other questions will be answered.

Relevant questions, without attribution, that were submitted during the question window and their answers will be prepared and posted on the Auction Website no later than Wednesday, October 22, 2008 at 12:00 PM ET.

6.3 Auction Platform Username and Password

Upon notification of qualification, usernames and passwords will be provided.¹⁴ Usernames and passwords do not expire and will provide continuous access to the Auction Platform. Note that access to the Auction Platform does not automatically provide access to bidding functions for Auction 2 – all other participation requirements must be met.

For any username and/or password issues, the Auction Manager can be contacted at:

¹⁴ Previously qualified applicants will not be issued new usernames and/or passwords; their current usernames and passwords will remain active.

RGGI CO₂ Budget Trading Programs Auction Manager
c/o World Energy Solutions, Inc.
446 Main Street, 14th Floor
Worcester, MA 01608
Phone: 800.578.0718
Email: auctionmanager@worldenergy.com

6.4 Auction Platform Training Sessions

Auction Platform training will be provided only for those qualified to participate in Auction 2. Training materials and directions on how to participate in the Auction Platform training will be provided prior to the training session. Identical training sessions will be held Wednesday, December 3, 2008 and Thursday, December 4, 2008, both from 1:00 PM ET to 4:00 PM ET.

6.5 Final Notification of CO₂ Allowances Offered for Sale

Delaware's participation in Auction 2 is contingent on adoption of their regulations, which is expected to occur on November 11, 2008. A supplemental notice, *Final Number of CO₂ Allowances Offered for Sale in Auction 2*, will be issued by RGGI, Inc. no later than 5:00 PM ET on Thursday, November 13, 2008 confirming the final quantity of CO₂ allowances being offered for sale in Auction 2. This notification will be sent to each Applicant and posted on the Auction Website.

7 Auction Process

This section provides information on how Auction 2 will be conducted.

7.1 Auction Overview

Auction 2 will be conducted using an electronic, internet-based platform that bidders will use to submit bids¹⁵ in a uniform-price, sealed-bid auction format. All bids are first ranked by bid price from high to low. Then, cumulative demand¹⁶ is noted at each bid. The clearing price¹⁷ and CO₂ allowance awards will be determined using these ranked bids according to the following possible scenarios.

1. If total demand¹⁸ is less than or equal to the supply of CO₂ allowances offered for sale in the auction, the clearing price is the reserve price. All bids would be awarded CO₂ allowances.
2. If total demand is greater than the supply of CO₂ allowances offered for sale in the auction and,
 - a. the cumulative demand at a bid exactly equals the supply of CO₂ allowances offered for sale in the auction, the clearing price is the bid price of the bid, or bids in the event there are multiple bids with the same bid price, after the marginal

¹⁵ A bid consists of a price per CO₂ allowance, or bid price, and a quantity of CO₂ allowances, or bid quantity.

¹⁶ The cumulative demand at each bid is the sum of the bid quantities of all bids with bid prices greater than or equal to the bid price of a particular bid, including the bid quantity of a particular bid.

¹⁷ The per CO₂ allowance price at which all CO₂ allowances offered for sale in the auction will be sold.

¹⁸ The sum of the bid quantities of all bids in the auction.

bid(s).¹⁹ CO₂ allowances are awarded to all bids with bid prices greater than the clearing price, or

- b. the cumulative demand never exactly equals the supply of CO₂ allowances offered for sale in the auction at some point, the clearing price is the bid price of the marginal bid(s). CO₂ allowances are awarded to all bids with bid prices greater than the clearing price. In addition, CO₂ allowances are awarded to marginal bid(s) according to the following possible scenarios.
 - i. If there is one marginal bid at the clearing price, that bid will be partially fulfilled with the remaining available supply.
 - ii. If there are multiple marginal bids, the tie will be resolved by a random process. Each tied marginal bid will be assigned a number that is randomly generated by a computer. CO₂ allowances will be awarded to bids in increasing order by the value of their assigned random number until remaining available supply is exhausted. If the last accepted tied marginal bid is for more CO₂ allowances than are available, that bid will be partially fulfilled with the remaining available supply.

Other features of Auction 2 are as follows:

- All bids that exist in the Auction Platform via bidder submission at the close of the auction will be considered binding offers and eligible for award. Contingent bids are not permitted.
- Each bid price must be submitted in dollars and whole cents.
- Each bid quantity must be submitted as a multiple of 1,000.
- Bidders can submit an unlimited number of bids; however, only one bid may be submitted for any given price.
- Bidders can cancel or change their bids at their discretion until the bidding window closes.

The acceptance of a bid by the Participating States constitutes a binding contract for the purchase of the awarded CO₂ allowances, subject to applicable state and federal law. Bidders will be notified of Auction 2 results no later than Monday, December 22, 2008 at 5:00 PM ET. Each bidder will be directed to log on to the Auction Platform to view the clearing price and number of CO₂ allowances it will be awarded. The total cost of the awarded CO₂ allowances represents the amount to be paid or drawn from the bidder's financial security.

Table 3 illustrates the bids from a uniform-price, sealed-bid auction format²⁰ for 100,000 CO₂ allowances.

All bids are ranked by bid price from high to low and cumulative demand is noted at each bid.

¹⁹ The marginal bid is the bid that causes cumulative demand for CO₂ Allowances to be greater than or equal to the supply of CO₂ Allowances made available for sale in the auction. If multiple bids cause cumulative demand for CO₂ Allowances to be greater than or equal to the supply of CO₂ Allowances made available for sale in the auction at the same price, then all of these tied bids are considered marginal bids.

²⁰ This is merely an example and the values and numbers used in the example were selected to illustrate the auction format and features and in no way should be interpreted as a forecast or opinion of any CO₂ Allowance Auction.

Bidder Name	Bid Price	Bid Quantity	Cumulative Demand
Bidder E	\$5.00	27,000	27,000
Bidder A	\$4.95	10,000	37,000
Bidder A	\$4.80	11,000	48,000
Bidder D	\$4.70	20,000	68,000
Bidder B	\$4.10	10,000	78,000
Bidder E	\$4.10	12,000	90,000
Bidder C	\$3.85	10,000	100,000
Bidder E	\$3.80	10,000	110,000
Bidder B	\$3.75	15,000	125,000
Bidder C	\$3.25	20,000	145,000
Bidder A	\$3.05	12,000	157,000
Bidder C	\$3.00	40,000	197,000
Bidder D	\$2.25	16,000	213,000
Bidder A	\$2.15	13,000	226,000

Table 3: Uniform-price, Sealed-bid Auction Format Example

Bidder C's bid for CO₂ allowances at \$3.85 causes cumulative demand to exactly equal the supply of CO₂ allowances offered for sale in the auction, so that bid is the marginal bid and the clearing price is the bid price of the bid after the marginal bid, or \$3.80 per CO₂ allowance. CO₂ allowances are awarded to all bids with bid prices greater than \$3.80 per CO₂ allowance.

In summary, bidders would receive the following awards.

- Bidder A – 21,000 CO₂ allowances at a total cost of \$79,800.
- Bidder B – 10,000 CO₂ allowances at a total cost of \$38,000.
- Bidder C – 10,000 CO₂ allowances at a total cost of \$38,000.
- Bidder D – 20,000 CO₂ allowances at a total cost of \$76,000.
- Bidder E – 39,000 CO₂ allowances at a total cost of \$148,200.

Table 4 also illustrates the bids from a uniform-price, sealed-bid auction format,²¹ but is designed to highlight the tiebreaking process as well as what happens when the number of CO₂ allowances offered for sale is not evenly divisible by 1,000. Therefore, this example is an auction for 100,100 CO₂ allowances.

All bids are ranked by bid price from high to low and cumulative demand is noted at each bid.

²¹ See Footnote 18.

Bidder Name	Bid Price	Bid Quantity	Cumulative Demand	Random Number
Bidder E	\$5.00	20,000	20,000	
Bidder A	\$4.50	10,000	30,000	
Bidder B	\$4.10	10,000	40,000	
Bidder D	\$4.05	20,000	60,000	
Bidder E	\$4.00	10,000	70,000	
Bidder A	\$3.95	10,000	80,000	
Bidder C	\$3.85	10,000	90,000	
Bidder E	\$3.75	10,000	125,000	(3)
Bidder D	\$3.75	5,000	125,000	(1)
Bidder A	\$3.75	10,000	125,000	(2)
Bidder B	\$3.75	10,000	125,000	(4)
Bidder A	\$3.25	30,000	155,000	
Bidder C	\$3.00	40,000	195,000	

Table 4: Tiebreaking Process Example

Bidder E, D, A, and B's bid for CO₂ allowances at \$3.75 causes cumulative demand to be greater than the supply of CO₂ allowances offered for sale in the auction, so these bids are the marginal bids and the clearing price is the bid price of the marginal bids, or \$3.75 per CO₂ allowance. CO₂ allowances are awarded to all bids with bid prices greater than \$3.75 per CO₂ allowance.

In addition, the tie amongst the marginal bids, highlighted in blue, must be broken and awarded CO₂ allowances. Breaking the tie requires the generation of a random number that is assigned to each tied bid (see Section 7.1.1). The CO₂ allowances are awarded to each tied bidder in increasing order by the value of their assigned random number until no CO₂ allowances are left.

Bidder D received the random number 1; therefore the remaining CO₂ allowances are awarded to that bidder first. Bidder D's bid for 5,000 CO₂ allowances can be fully satisfied, leaving 5,100 CO₂ allowances to still be awarded. The bidder who received the random number 2 is Bidder A. Bidder A's bid for 10,000 CO₂ allowances can not be fully satisfied, but the bid is awarded the remaining 5,100 CO₂ allowances. No other tied marginal bid would be awarded any CO₂ allowances since the remaining available supply is exhausted.

In summary, bidders would receive the following awards.

- Bidder A – 25,100 CO₂ allowances at a total cost of \$94,125.
- Bidder B – 10,000 CO₂ allowances at a total cost of \$37,500.
- Bidder C – 10,000 CO₂ allowances at a total cost of \$37,500.
- Bidder D – 25,000 CO₂ allowances at a total cost of \$93,750.
- Bidder E – 30,000 CO₂ allowances at a total cost of \$112,500.

7.1.1 Random Number Generation

The Auction Platform utilizes the built in random number generation capabilities of Microsoft.net. Specifically, the Auction Platform employs the random number generator implemented in Microsoft.net's Random class. Microsoft.net's random number generator, seeded with an integer representing the current time and date from the computer's system, will produce a

sequence of random numbers that meet the statistical requirements for randomness. A detailed description of the random number generating process is outlined below.

The current implementation of the Random class is based on Donald E. Knuth's subtractive random number generator algorithm. For more information, see D. E. Knuth. *The Art of Computer Programming, Volume 2: Seminumerical Algorithms*. Addison-Wesley, Reading, MA, second edition, 1981.

The random number generation starts from a seed value. If the same seed is used repeatedly, the same series of numbers is generated.²² Therefore, the random number generator will be seeded with an integer representing the current time and date from the computer's system clock in order to produce a total number of random integers equal to the total number of tied bidders in a CO₂ Allowance Auction. This ensures that a different seed is used for each new instance of Random, i.e. each time it is necessary to break an auction tie. The integer representing the current time and date from the computer's system clock will be created using `DateTime.Now.Ticks`.²³ Since only one instance of Random will be created for each auction, concerns regarding the creation of multiple Random objects generating identical sequences of random numbers when called in close succession (due to the system clock being of finite resolution) are not present.

It is important to note that a computer cannot generate truly random numbers. Instead, the computer returns a series of numbers based on a mathematical relationship that simulates "randomness." The "randomness" exhibited by the numbers is a function of the mathematical formula used by the random number generator, which can be assessed against standard tests of randomness. That is why in the literature the output of a random number generator is typically referred to as "pseudo-random numbers." If a very long sequence of numbers (10²³ or 10 trillion) is produced, eventually the sequence will repeat itself. So, while it is true that chosen numbers are not completely random because a definite mathematical algorithm is used to generate them, they are sufficiently random for practical purposes.

7.2 Bid Limitations

The Auction Platform will automatically reject a bid that violates any of the bid limitations outlined below.

7.2.1 Reserve Price Bid Limitation

The reserve price for Auction 2 is \$1.86 per CO₂ allowance. The Auction Platform will automatically reject bid prices lower than the reserve price.

The Participating States have considered the recommendations of the market monitor and the following factors in determining that there are not enough data available to justify the calculation of a current market reserve price for Auction 2:

- The nascence of a secondary physical market for CO₂ allowances; and

²² <http://msdn.microsoft.com/en-us/library/system.random.aspx>. Last accessed Thursday, October 9, 2008.

²³ A single tick represents one hundred nanoseconds or one ten-millionth of a second. The value of this property represents the number of 100-nanosecond intervals that have elapsed since 12:00:00 midnight, January 1, 0001, which represents `DateTime.MinValue`. <http://msdn.microsoft.com/en-us/library/system.datetime.ticks.aspx>. Last accessed Thursday, October 9, 2008

- Relatively low volumes of financial and physical transactions to-date, relative to the size of the regional CO₂ emissions budget.

Given the very early stage of the development of a secondary market for CO₂ allowances, the Participating States have determined that it is appropriate to continue to use a reserve price of \$1.86 for Auction 2. Before CO₂ Allowance Auction 3, the Participating States will consider whether there are enough data available to justify the calculation of a current market reserve price.

7.2.2 Financial Security Bid Limitation

The value of a bidder's bids cannot exceed the amount of a bidder's financial security. The value of a bidder's bids is the maximum value the bidder would be liable to pay in a uniform-price auction format. To calculate this value, bidder's bids are ranked by bid price from high to low and their individual cumulative demand is noted at each bid price. Each bid price is multiplied by the bidder's individual cumulative demand at that bid price to calculate a bid value. The largest bid value calculated and therefore the maximum cost, is the total value of the bidder's bids and is counted against the financial security bid limit. The Auction Platform will automatically reject a bid that would cause the maximum bid value of a bidder's bids to exceed the amount of a bidder's financial security.

This example in Table 5 demonstrates the way the value of a bidder's bids is calculated, using the bids from Table 3 to assist bidders in determining how much financial security they should submit.

Bidder Name	Bid Price	Bid Quantity	Cumulative Demand		Bid Value at each Bid Price
Bidder A	\$4.95	10,000	10,000	If this bid is accepted, Bidder A wins 10,000 CO ₂ allowances and pays at most \$4.95 per CO ₂ allowance	\$49,500.00
Bidder A	\$4.80	11,000	21,000	If this bid is accepted, Bidder A wins 21,000 CO ₂ allowances and pays at most \$4.80 per CO ₂ allowance	\$100,800.00
Bidder A	\$3.05	12,000	33,000	If this bid is accepted, Bidder A wins 33,000 CO ₂ allowances and pays at most \$3.05 per CO ₂ allowance	\$100,650.00
Bidder A	\$2.15	13,000	46,000	If this bid is accepted, Bidder A wins 46,000 CO ₂ allowances and pays at most \$2.15 per CO ₂ allowance	\$98,900.00
				Bidder A's maximum bid value is counted against the financial security bid limitation	\$100,800.00



Bidder Name	Bid Price	Bid Quantity	Cumulative Demand		Bid Value at each Bid Price
Bidder B	\$4.10	10,000	10,000	If this bid is accepted, Bidder B wins 10,000 CO ₂ allowances and pays at most \$4.10 per CO ₂ allowance	\$41,000.00
Bidder B	\$3.75	15,000	25,000	If this bid is accepted, Bidder B wins 25,000 CO ₂ allowances and pays at most \$3.75 per CO ₂ allowance	\$93,750.00 ←
				Bidder B's maximum bid value is counted against the financial security bid limitation	\$93,750.00
Bidder C	\$3.85	10,000	10,000	If this bid is accepted, Bidder C wins 10,000 CO ₂ allowances and pays at most \$3.85 per CO ₂ allowance	\$38,500.00
Bidder C	\$3.25	20,000	30,000	If this bid is accepted, Bidder C wins 30,000 CO ₂ allowances and pays at most \$3.25 per CO ₂ allowance	\$97,500.00
Bidder C	\$3.00	40,000	70,000	If this bid is accepted, Bidder C wins 70,000 CO ₂ allowances and pays at most \$3.00 per CO ₂ allowance	\$210,000.00 ←
				Bidder C's maximum bid value is counted against the financial security bid limitation	\$210,000.00
Bidder D	\$4.70	20,000	20,000	If this bid is accepted, Bidder D wins 20,000 CO ₂ allowances and pays at most \$4.70 per CO ₂ allowance	\$94,000.00 ←
Bidder D	\$2.25	16,000	36,000	If this bid is accepted, Bidder D wins 36,000 CO ₂ allowances and pays at most \$2.25 per CO ₂ allowance	\$81,000.00
				Bidder D's maximum bid value is counted against the financial security bid limitation	\$94,000.00
Bidder E	\$5.00	27,000	27,000	If this bid is accepted, Bidder E wins 27,000 CO ₂ allowances and pays at most \$5.00 per CO ₂ allowance	\$135,000.00
Bidder E	\$4.10	12,000	39,000	If this bid is accepted, Bidder E wins 39,000 CO ₂ allowances and pays at most \$4.10 per CO ₂ allowance	\$159,900.00
Bidder E	\$3.80	10,000	49,000	If this bid is accepted, Bidder E wins 49,000 CO ₂ allowances and pays at most \$3.80 per CO ₂ allowance	\$186,200.00 ←
				Bidder E's maximum bid value is counted against the financial security bid limitation	\$186,200.00

Table 5: Maximum Bid Value of Bidder's Bids Example

In summary, the following illustrates the value of each bidder's bids counted against their financial security bid limitation.

- Bidder A – \$100,800.00.

- Bidder B – \$93,750.00.
- Bidder C – \$210,000.00.
- Bidder D – \$94,000.00.
- Bidder E – \$186,200.00.

7.2.3 Quantity of CO₂ Allowances Bid Limitation

The maximum number of CO₂ allowances that an entity (i.e., an individual person, or an organization and its affiliates and/or agents), may bid for in a single auction is 25% of the CO₂ allowances offered for sale.

Each Applicant must comply with Section 4 (Limitation on Communication). Applicants are associated if they have ties that could allow them to act in concert or that could prevent them from competing actively against each other in a CO₂ Allowance Auction. Disclosable corporate and bidding associations that must be reported in the *Qualification Application* are listed below. Failure to disclose any of these types of associations may result in denial or revocation of an Applicant's qualification status.

The Auction Platform will automatically reject a bid that would cause the quantity of a bidder's bids to exceed the amount allowed by disclosable corporate and bidding associations.

7.2.3.1 Identifying Disclosable Corporate Associations

Disclosable corporate associations must be reported in the *Qualification Application*.

- An Applicant has a "direct corporate association" with another Applicant if it:
 - Holds more than 20% of any class of listed shares, the right to acquire such shares, or any option to purchase such shares
 - Holds or can appoint more than 20% of common directors, holds voting power, or controls the Applicant's affairs through some other means.
- An Applicant has an "indirect corporate association" with another Applicant if it has a direct corporate association with another party that has a direct corporate association with the Applicant in question, or through a longer line of direct corporate associations. To determine whether an indirect corporate association must be disclosed based on a Applicant's percentage of ownership, the percentage ownership of the Applicant in the other Applicant is obtained by multiplying the percentages of ownership at each level and must be more than 20%.
- An Applicant has a "corporate association" with another Applicant if the Applicants have a direct or indirect corporate association.

To assist the Applicant in the determination of whether a corporate association needs to be disclosed, the following questions are provided. An affirmative answer to any of these questions requires disclosure of the corporate association(s) in the *Qualification Application*. This disclosure includes, but is not limited to, a corporate parent, subsidiary, or sister company.

1. Does the Applicant have a corporate association with an another Applicant?
2. Does another Applicant have a corporate association with the Applicant?

3. Does the Applicant have a corporate association with a party that has a corporate association with another Applicant?
4. Does another Applicant have a corporate association with a party that has a corporate association with the Applicant?

For example, Company A, Company B, and Company C all intend on participating in the upcoming CO₂ Allowance Auction. Company A is a subsidiary of Company B, which also owns Company C. Company A's corporate association with both Company B and Company C must be disclosed. Company B and Company C must make similar disclosures in their respective *Qualification Application*.

If a corporate association is disclosable, the information that must be disclosed in the *Qualification Application* includes:

- The name of the Applicant with which the Applicant has a corporate association
- The index number of the applicable corporate association criterion (see the *Qualification Application*)
- A description of the type of corporate association, which may include the following:
 - Corporate parent
 - Subsidiary
 - Sister company
 - Partnership
 - Other (provide a concise description)
- Bid limit, % (see Section 7.2.3.2)

7.2.3.2 Use of Disclosable Corporate Associations

The apportionment of the 25% quantity of CO₂ allowance bid limitation among bidders with a disclosable corporate association, as submitted in each bidder's approved qualification application, will be used to limit the quantity of CO₂ allowances bid by each of the bidders with a corporate association.

Continuing the example in Section 7.2.3.1, Company A, Company B, and Company C could allocate the 25% bid limitation by allowing Company A to bid for 15%, Company B to bid for 7%, and Company C to bid for 3% of the CO₂ allowances offered for sale.

The quantity of CO₂ allowance bid limitation will be static during Auction 2 and not adjusted based on the activity of the other Applicant(s) with which any Applicant has a disclosable corporate association.

7.2.3.3 Identifying Disclosable Bidding Associations

Disclosable bidding associations must be reported in the *Qualification Application*.

- A party is "concerned" with an Applicant's bid if the party has:
 - Agreed to provide assistance with financing

- Is partnered with the Applicant for bidding purposes
 - Has entered into any explicit or implicit agreements, arrangements, or understandings of any kind relating to the CO₂ allowances offered for sale at an auction
 - Has agreed to provide assistance in any other way with the exception of investment or auction advisory services.
- An Applicant has a “bidding association” with another party if such party is concerned with the Applicant’s bid.

Bidding associations must be disclosed if the parties agree in principle on all material terms prior to the *Qualification Application* submittal deadline. Each Applicant must identify the other party on its *Qualification Application*, even if the agreement has not been reduced to writing. If the parties have had discussions but have not agreed in principle by the *Qualification Application* submittal deadline, they should not include the names of the party involved in such discussions on their *Qualification Applications*. This disclosure includes, but is not limited to, a corporate parent, subsidiary, sister company, partnership, broker, or financier.

To assist the Applicant in the determination of whether a bidding association needs to be disclosed, the following questions are provided. An affirmative answer to any of these questions requires disclosure of the bidding association(s) in the *Qualification Application*:

1. Does the Applicant have a bidding association with another party?
2. Does another Applicant have a bidding association with the Applicant?
3. Does another entity or person have a bidding association with the Applicant?

For example, Company A intends to participate in an upcoming CO₂ Allowance Auction. Continuing the example in Sections 7.2.3.1 and 7.2.3.2, Company A has a signed agreement with Company Z, who also intends to participate in the upcoming CO₂ Allowance Auction, to buy 10 million of the CO₂ allowances that Company Z may be awarded from the auction. Company A’s bidding association with Company Z must be disclosed on its *Qualification Application*. Likewise, Company Z must make a similar disclosure on its *Qualification Application*.

If a bidding association is disclosable, the information that must be disclosed in the *Qualification Application* includes:

- The name of the other Applicant with which the Applicant has a bidding association
- The index number of the applicable bidding association criterion (see the *Qualification Application*)
- A description of the type of bidding association, which may include the following:
 - Corporate parent
 - Subsidiary
 - Sister company
 - Partnership
 - Broker
 - Financier

- Other (provide a concise description)
- The maximum number of CO₂ allowances which the Applicant is to bid for on behalf of another Applicant, or the maximum number of CO₂ allowances which another Applicant is to bid for on behalf of the Applicant, whichever is applicable according to the bidding association criterion

7.2.3.4 Use of Disclosable Bidding Associations

The submitted disclosable bidding associations in each bidder's approved qualification application will be used to limit the quantity of CO₂ allowances bid. The CO₂ allowance bid limitation of the bidder will be reduced by the maximum amount of CO₂ allowances the other bidder is to bid for on the bidder's behalf, set forth in each bidder's approved qualification application.

Continuing the example in Sections 7.2.3.1, 7.2.3.2, and 7.2.3.3, Company A's quantity of CO₂ allowances they are able to buy in the auction is reduced by 10 million CO₂ allowances. Therefore, the final quantity of CO₂ allowance bid limitation for each bidder in the example, assuming the total number of CO₂ allowances offered for sale is "N" is:

- Company A: $(N * .15) - 10$ million
- Company B: $(N * .07)$
- Company C: $(N * .03)$
- Company Z: $(N * .25)$

The quantity of CO₂ allowance bid limitation will be static during Auction 2 and not adjusted based on the activity of the other bidder(s) with which any bidder has a disclosable bidding association.

7.3 Auction 2

Auction 2 will open at 9:00 AM ET and close at 12:00 PM ET on Wednesday, December 17, 2008. Bidders will be able to log on to the Auction Platform prior to this and view the details of the auction, however bids may only be submitted between 9:00 AM ET and 12:00 PM ET.

8 Post-auction Process

8.1 Bidder Notification of Auction Awards

Immediately after Auction 2 awards are approved by the Participating States, an email message will be sent to each bidder requesting that it logs on to the Auction Platform. The message will be sent out no later than 5:00 PM ET on Friday, December 19, 2008 or Monday, December 22, 2008. Upon logging on to the Auction Platform, each bidder will see the clearing price and number of CO₂ allowances it will be awarded, if any. The total cost of the awarded CO₂ allowances represents the amount to be paid or drawn from the bidder's financial security.

8.2 Financial Settlement

Financial settlement of Auction 2 will commence immediately after each Bidder is notified of the auction awards. Each key financial settlement event and activity is discussed below.

8.2.1 Optional Cash (Wire Transfer) Settlement

Each bidder who submits an ILOC or bond will be provided an opportunity to settle its transaction with cash via a wire transfer in USD rather than a draw against their ILOC or bond. Wire transfers must be in USD and must be received by Mellon N.A. no later than 5:00 PM ET on Wednesday, December 24, 2008. If a winning bidder does not settle its transaction by this date and time, the transactions for awards will be settled through a draw on the financial security. A bidder requires no action if it wishes settlement to be made by drawing against their ILOC or bond. Those electing to settle with cash via wire transfer must use the following routing instructions and information:

ABA Routing Number:	Information removed
Receiving Bank:	Mellon N.A. 500 Ross St. Pittsburgh, PA 15262
Beneficiary:	Information removed Regional Greenhouse Gas Initiative, Inc. As Agent for the Signatory States of the Regional Greenhouse Gas Initiative
Originating Bank Information (OBI Field):	"RGGIAUCTION – No 2" and "Applicant Name," as reported on the qualification materials (Skip one space between each information item)

8.2.2 Return of Financial Security

See Sections 2.9.1 through 2.9.4 for information about how each type of financial security is returned after Auction 2.

8.3 CO₂ Allowance Transfer

CO₂ allowances will be transferred to each winning bidder's RGGI COATS account no later than 5:00 PM ET on Monday, January 5, 2009. All winning bidders will be notified via email when this transfer is complete.

CO₂ allowances will be transferred in lots. There will be 31,505 lots of 1,000 CO₂ allowances and one lot of 898 CO₂ allowances. Each lot will consist of CO₂ allowances from each Participating State closely in proportion to the percentages outlined in Table 2. The lot of 898 CO₂ allowances is the final lot awarded and the bidder awarded this lot pays 898 times the clearing price for this lot.

A bidder will not be able to specify which lot(s) it will be transferred.

8.4 Purchase and Sale Agreement

Code of Maryland regulations 26.09.04.08B(g) requires that the Auction Notice include a standard CO₂ allowance purchase and sales contract, which can be found in Appendix E. As a participant in the current regional process, Maryland, and all other states offering CO₂ allowances for sale in Auction 2, will not require purchasers of CO₂ allowances to execute a purchase and sales contract.

9 Participating States Contact Information

For further information about a particular state's participation in Auction 2, please use the contact information in Table 6. For questions regarding the auction process, see Section 6.2.

State	Contact Information
Connecticut	Christopher Nelson chris.nelson@ct.gov 860.424.3454
Delaware	Valerie Gray valerie.gray@state.de.us 302.739.9402
Maine	James Brooks james.p.brooks@maine.gov 207.287.7044
Maryland	Kathleen Perry kperry@mde.state.md.us 410.537.3277
Massachusetts	Rachel Evans rachel.evans@state.ma.us 617.626.7326
New Hampshire	Joe Fontaine joseph.fontaine@des.nh.gov 603.271.6794
New Jersey	Christopher Sherry christopher.sherry@dep.state.nj.us 609.292.6818
New York	Kevin Hale rggi@nyserda.org 518.862.1090
Rhode Island	Frank Stevenson frank.stevenson@dem.ri.gov 401.222.4700x7021
Vermont	Public Service Board psb.clerk@state.vt.us 802.828.2358

Table 6: Contact Information

Appendix A – Form of Bid Bond

The form of bond is provided in this appendix. A Potential Bidder providing financial security with a bond must send this completed form to:

RGGI CO₂ Budget Trading Programs Auction Manager
c/o World Energy Solutions, Inc.
446 Main Street, 14th Floor
Worcester, MA 01608
Phone: 800.578.0718

See Section 2.9.1 for more information.

Bid Bond Form

BY THIS BOND

_____ as Applicant ("the Applicant"), and

Name of Bidder

Name of Surety

Legal Title of Surety

Address of Surety

as Surety ("the Surety"), are held and firmly bound unto RGGI, Inc., as Obligee in the sum of _____ ("the Bond Penalty"), for the payment of which sum, well and truly to be made, we, the said Principal and Surety, bind ourselves, our successors and assigns, jointly and severally, firmly by these presents.

WHEREAS the Applicant has submitted a Qualification Application, dated the ____ day of _____, 200_, to the Auction Manager acting on behalf of RGGI, Inc., to become a Potential Bidder in the CO₂ Allowance Auction.

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION is such that if the Principal has a winning bid(s) in the CO₂ Allowance Auction and fails to satisfy its financial obligations by transferring sufficient funds by the time and date deadline in the CO₂ Allowance Auction Notice; then within one (1) business day of receipt of written demand from RGGI, Inc., the Surety shall pay, in immediately available funds, the demanded portion of the Bond, up to its full amount. The written demand of RGGI, Inc. shall include (a) the dollar amount to be forfeited; (b) a statement that the demand arises from the occurrence of the above condition; and (c) RGGI, Inc.'s banking instructions for payment. Any demand to the Surety for payment of all or part of the Bond Penalty must be dated and sent by overnight courier to the specified address for receipt on or before January 2, 2009.

The Surety and the Principal hereby agree that their obligation will remain in full force until January 2, 2009.

Thereafter this Bond shall be void.

This Bond shall be construed and interpreted in accordance with and governed by the laws of the State of New York, without regard to choice-of-law principles. The Principals and Surety waive trial by jury and consent to the jurisdiction of the state and federal courts of New York for any action relating to this Bond.

IN TESTIMONY WHEREOF, the Principal and the Surety have caused these presents to be executed in their respective names this ____ day of _____ 200_.

Principal: _____
Corporate Seal (where appropriate)

Surety: _____

Authorized Signature

Authorized Signature

Printed name and title

Printed name and title

I hereby certify that the Surety has an insurer financial strength rating of at least "A" by Standard & Poor's or insurance financial strength rating of at least "A2" by Moody's.

Surety: _____

Signature

Printed name and title

Appendix B – Wire Transfer Remittance Form for CO₂ Allowance Auction 2

The “Wire Transfer Remittance Form for CO₂ Allowance Auction 2” is provided in this appendix. A Potential Bidder providing financial security with a cash wire transfer must fax or email the completed form to the following address:

RGGI CO₂ Budget Trading Programs Auction Manager

Fax: 508.459.8101

Email: auctionmanager@worldenergy.com

See Section 2.9.2 for more information.

Wire Transfer Remittance Form for CO₂ Allowance Auction 2

Name of Applicant

Street Address

City

State/Province (if applicable)

Postal Code

Country

In the field below indicate the amount of financial security provided with certified funds.

Financial Security (USD)

All unused cash balances will be returned to applicants via Automated Clearing House ("ACH") credit. Information on where the cash will be sent must be provided below.

Account Name	
ABA Number	
Account Number	
Type of Account (Checking/Savings)	

Appendix C – Certified Funds Remittance Form for CO₂ Allowance Auction 2

The “Certified Funds Remittance Form for CO₂ Allowance Auction 2” is provided in this appendix. A Potential Bidder providing financial security with a certified bank check or cashier’s check must send the completed form along with the certified bank check or cashier’s check to the following address:

RGGI, Inc.
Box 223626
Pittsburgh, PA 15262-2626

In addition, a Potential Bidder must fax or email a copy of the completed form to the following address:

RGGI CO₂ Budget Trading Programs Auction Manager
Fax: 508.459.8101
Email: auctionmanager@worldenergy.com

See Section 2.9.3 for more information.

Certified Funds Remittance Form for CO₂ Allowance Auction 2

Name of Applicant

Street Address

City

State/Province (if applicable)

Postal Code

Country

In the field below indicate the amount of financial security provided with certified funds.

Financial Security (USD)

All unused cash balances will be returned to applicants via Automated Clearing House ("ACH") credit. Information on where the cash will be sent must be provided below.

Account Name	
ABA Number	
Account Number	
Type of Account (Checking/Savings)	

Appendix D – Form of Irrevocable Letter of Credit

The form of ILOC is provided in this appendix. A Potential Bidder providing financial security with an ILOC must send this completed form to:

RGGI CO₂ Budget Trading Programs Auction Manager
c/o World Energy Solutions, Inc.
446 Main Street, 14th Floor
Worcester, MA 01608
Phone: 800.578.0718

See Section 2.9.4 for more information.

Form of Irrevocable Letter of Credit

Irrevocable Letter Of Credit No. _____

Date: _____, 20__

Beneficiary:

RGGI, Inc.
90 Church Street, 4th Floor
New York, NY 10007

Ladies and Gentlemen:

By The Order Of:

[Applicant]

[Applicant's Address]

1. We hereby establish in your favor this irrevocable Letter of Credit (this "Letter of Credit") for the account of _____ (the "Applicant"), in the amount of USD \$_____, effective immediately and available to you at sight upon demand by you at our counters at _____(Location) and expiring on _____, unless terminated earlier in accordance with the provisions hereof or otherwise extended.
2. This Letter of Credit is issued at the request of the Applicant, and we hereby irrevocably authorize you to draw on us, in accordance with the terms and conditions hereof, up to the maximum amount of this Letter of Credit, subject to reduction as provided in Paragraph 13 hereof. This Letter of Credit may be drawn by presenting the following documents:
 - a. Your Sight Draft drawn on us in the form of Annex 1 hereto (the "Sight Draft"); and
 - b. A dated Payment Certificate purportedly signed by a duly authorized officer of RGGI, Inc. in the form of Annex 2 hereto (the "Payment Certificate").
3. Demands presented by facsimile (to facsimile number _____) are acceptable: provided that if any such demand is presented by facsimile and confirmed by telephone to _____, the original Sight Draft and Payment Certificate shall be simultaneously forwarded by overnight courier service to our office located at the address stated above; provided further that the failure of the courier service to timely deliver shall not affect the efficacy of the demand.
4. A partial or full drawing hereunder may be made by you on any Business Day on or prior to the expiration of this Letter of Credit by delivering, by no later than 11:00 A.M. (New York, New York time) on such Business Day to _____ (Bank), _____.

5. We hereby agree to honor a drawing hereunder made in compliance with the terms and conditions of this Letter of Credit by transferring in immediately available funds the amount specified in the draft delivered to us in connection with such drawing to such account at such bank in the United States as you may specify in your draft delivered to us pursuant to Paragraph 4 hereof, by 3:00 P.M. (New York, NY time) on the next business date of such drawing if delivery of the requisite documents are made prior to 11:00 A.M. (New York, NY time) on a Business Day pursuant to Paragraph 3 hereinabove, or at the opening of business on the second Business Day succeeding the date of such drawing if delivery of the requisite documents are made on or after 11:00 A.M. (New York, NY time) on any Business Day pursuant to Paragraph 4 hereinabove.
6. Only you may make any Payment Certificate and Sight Draft under this Letter of Credit.
7. All bank charges including but not limited to, fees or commissions, shall be for Applicant's account.
8. This Letter of Credit shall automatically terminate and be delivered to us for cancellation on the earliest of (i) the making by you and payment by us of the drawings in an amount equal to the maximum amount available to be made hereunder, (ii) the date we receive from you a Certificate of Expiration in the form of Annex 3 hereto, (iii) the above-stated expiration date hereof.
9. As used herein:

"Applicant" shall mean an Applicant to the CO₂ Allowance Auction who has successfully completed the CO₂ Allowance Auction Qualification Application.

"Business Day" shall mean any day on which commercial banks are not authorized or required to close in New York, New York and any day on which payments can be effected on the Fedwire system.
10. This Letter of Credit is not transferable, and except as otherwise expressly stated herein, this Letter Of Credit is subject to the Uniform Customs and Practice for Documentary Credits (2007 revision), International Chamber Of Commerce Publication 600 (Provided, however, that drawings permitted hereunder shall not be deemed to be drawings by installments within Article 32 of the UCP) and as to matters not governed by the UCP, shall be governed by and construed in accordance with the laws of the State Of New York and applicable U.S. Federal Law.
11. This Letter of Credit sets forth in full our undertaking, and such undertaking shall not in any way be modified, amended, changed, amplified or limited by reference to any document, instrument or agreement referred to herein, except for Annexes 1 through 3 hereto and the notices referred to herein; and any such reference shall not be deemed to incorporate herein by reference any document, instrument or agreement except as set forth above.
12. The amount which may be drawn by you under this Letter of Credit shall be automatically reduced by the amount of any drawings paid through us referencing this Letter of Credit No. _____. Partial drawings are permitted hereunder.

13. We hereby agree with you that each duly completed Payment Certificate and Sight Draft drawn under and in compliance with the terms of this Letter of Credit will be duly honored upon presentation to us on or before the expiry date. The obligation of _____ (Bank) under this Letter of Credit is the individual obligation of _____ (Bank), and is in no way contingent upon reimbursement with respect thereto.
14. In the event of act of God, riot, civil commotion, insurrection, war, terrorism or by any strikes or lock outs, or any cause beyond our control, that interrupts our business, and causes the place for presentation of this Letter of Credit to be closed for business on the last day of presentation, the expiration date of this Letter of Credit shall be automatically extended without amendment to a date thirty (30) calendar days after the place for presentation reopens for business.
15. This original Letter of Credit has been sent to RGGI, Inc. c/o World Energy Solutions, Inc., 446 Main Street, 14th Floor, Worcester, MA 01608. The aggregate amount paid to the RGGI, Inc. during the validity of this Letter of Credit will not exceed the amount of this Letter of Credit.

Very truly yours,

[Name and address of issuing bank]

Name: _____

Title: _____

Annex 1 to Exhibit A Irrevocable Letter of Credit

Sight Draft

Letter of Credit No.: _____

Date of Letter of Credit: _____

Date of Draft: _____

To: (Bank)

(Address)

Attention: _____

For Value Received

Pay on Demand to: RGGI, Inc., U.S. _____ Dollars (U.S. \$_____). The amount of this draft does not exceed the amount available to be drawn by the Beneficiary under the Letter of Credit.

We acknowledge that, upon your honoring the drawing herein requested, the amount of the Letter of Credit available for drawing shall be automatically decreased by an amount equal to this drawing.

Charge to account of [Applicant].

Drawn under [Name of Bank] Letter of Credit No. _____.

Funds to be wired to:

ABA Routing Number: Information removed

Receiving Bank: Mellon N.A.
500 Ross St.
Pittsburgh, PA 15262

Beneficiary: Information removed
Regional Greenhouse Gas Initiative, Inc. As Agent for the
Signatory States of the Regional Greenhouse Gas Initiative

Originating Bank
Information (OBI Field): "RGGIAUCTION – No 2" and "Applicant Name," as reported on
the qualification materials (Skip one space between each
information item)

Very truly yours,

By _____

Name:

Title:

Date:

Annex 2 to Exhibit A Irrevocable Letter of Credit

Payment Certificate

To:

[Issuing Bank]

[Address]

Re: Irrevocable Letter of Credit No: _____ [Insert]

The undersigned, a duly authorized officer of the undersigned Beneficiary, hereby certifies to [Issuing Bank], with reference to the Irrevocable Letter of Credit No: [Insert] ("Letter of Credit"), that the Applicant has winning bid(s) in the CO₂ Allowance Auction and RGGI, Inc. is authorized and entitled to draw any amount up to the maximum allowed by the attached Letter of Credit.

The terms used herein which are not specifically defined herein are defined in the Letter of Credit, a copy of which is annexed hereto.

IN WITNESS WHEREOF, the Beneficiary has executed and delivered this Payment Certificate as of the ____ day of _____.

Very truly yours,

By _____

Name:

Title:

Date:

Annex 3 to Exhibit A Irrevocable Letter of Credit

Certificate of Expiration

Letter of Credit No.: _____

Date: _____, 20__

To: (Bank)

(Address)

Attention: _____

Ladies and Gentlemen:

The undersigned hereby certifies to you that the above referenced Letter of Credit may be cancelled without payment. Attached hereto is said Letter of Credit, marked cancelled.

Very truly yours,

By _____

Name:

Title:

Date:

cc: _____ (Applicant)

Appendix E – Maryland Purchase and Sale Agreement

The Maryland Purchase and Sale Agreement is provided here. See Section 8.4 for more information.

Purchase and Sale Agreement

This Agreement ("Agreement") is effective this ____ day of _____, 20____ (the "Effective Date"), by and between _____ ("Purchaser") and _____ ("Seller").

RECITALS

WHEREAS, Seller is a party to a Memorandum of Understanding ("MOU") dated April 20, 2007, by and among ten States in the Northeastern and Mid-Atlantic regions of the United States (Connecticut, Delaware, Maine, Maryland, Massachusetts, New Jersey, New Hampshire, New York, Rhode Island, and Vermont – the "participating states"), which created the Regional Greenhouse Gas Initiative ("RGGI"). RGGI is a cooperative effort to reduce carbon dioxide ("CO₂") emissions from power plants in those States; and

WHEREAS, Seller was allocated a certain number of CO₂ allowances pursuant to the RGGI MOU; and

WHEREAS, the participating states designed a uniform regional auction for the purpose of auctioning to successful bidders the CO₂ allowances allocated by the RGGI MOU. The auction was/will be held on December 17, 2008 ("Allowance Auction 2"); and

WHEREAS, Seller has adopted regulations and/or enacted legislation to implement Allowance Auction 2.

WHEREAS, Purchaser timely submitted a Notice of Intent to Bid and Financial Security to enable Purchaser to participate in the Allowance Auction 2 and was, in fact, a successful bidder at the Allowance Auction 2.

WHEREAS, Purchaser and Seller now wish to enter into this Agreement for the purpose of executing the sale of the CO₂ allowances successfully bid by Purchaser.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged by the parties hereto, Purchaser and Seller hereby agree as follows:

- I. **Purchaser Price.** Purchaser agrees to purchase, and Seller agrees to sell, convey, grant, and transfer _____ CO₂ allowances at the unit price of _____ per allowance for a total purchase price of _____.
- II. **Process for transfer or delivery of the allowances; payment provisions.** Seller and Purchaser shall comply with the procedures outlined in the CO₂ Allowance Auction Notice, dated July 24, 2008, ("Auction Notice"), attached hereto and made a part hereof, for notification, transfer and payment in connection with the allowance(s) that are the subject of this Agreement.
- III. **Delay; failure to perform.** Failure of Purchaser to complete the transaction according to the terms outlined in the Auction Notice may result in forfeiture of Purchaser's Financial Security, as required by Seller's regulation or statute.
- IV. **Liability.** Purchaser shall hold harmless Seller and its representatives, agents, employees, or contractors from and against any and all claims, demands, suits, losses, liabilities, penalties, damages, obligations, payments, costs and expenses

asserted against or suffered by Seller that are directly attributable to the acts or omissions of Purchaser, its representatives, agents, invitees, employees, or contractors in connection with this Agreement.

- V. **Disputes and Governing Law.** All disputes under this Agreement shall be resolved in accordance with the laws of the participating states, and, if not by the parties, shall be resolved by courts or competent jurisdiction in the participating states.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective representatives hereunder, fully authorized, all as of the day and year first above written.

By: _____
Purchaser

By: _____
Seller