*Name of RFP Bidder*

**APPENDIX 7 – PART 2 FORM**

**Default SERVICE Program**

**REQUEST FOR PROPOSALS**

**PART 2 DATE: Thursday, January 23, 2014**

PECO Energy Company (“Company” or “PECO”) is intending to obtain full requirements electric supply to meet a portion of its obligations as Default Service Provider through this Request for Proposals (“RFP”).

This Part 2 Form is the only form that may be used to submit a Part 2 Proposal. Before completing this Part 2 Form, please review the RFP, including the Default Service Program Supply Master Agreement, so that you understand the conditions under which the RFP will be conducted. These documents are posted at [www.pecoprocurement.com](http://www.pecoprocurement.com/). **RFP Bidders have the option to submit the Part 2 Form during the Part 1 Window for early processing, which allows the Officer of the RFP Bidder to make all representations and certifications of the Part 1 Form and the Part 2 Form at one time.** A“previously eligible RFP Bidder” means an RFP Bidder that became eligible to submit Bids in a previous solicitation held under DSP II by submitting a successful Part 1 Proposal and a successful Part 2 Proposal. A previously eligible RFP Bidder may participate in an abbreviated Part 2 Proposal process through the use of this Part 2 Form.

By having submitted a Part 1 Proposal in response to this RFP, you agreed to all terms and conditions of this RFP.

***Any information provided by an RFP Bidder in this Part 2 Proposal is provided on a confidential basis to the Independent Evaluator, and may be provided on a confidential basis to the Staff of the Pennsylvania Public Utility Commission (“Commission”). PECO representatives will review the information provided to fulfill the requirements of Section 4 and Section 5, and will participate in the evaluation of the Pre-Bid Letter of Credit with the name of the RFP Bidder and the amount redacted.***

*Name of RFP Bidder*

**INSTRUCTIONS FOR PROPOSAL**

RFP Bidders use the Part 2 Form to submit a Part 2 Proposal in the RFP.

**Please complete all sections.**

1. **Part 2 Proposal Submission**

An RFP Bidder must:

* Submit **two (2) original** completed Part 2 Forms (with original signatures);
* Submit **one (1) electronic copy** (on CD via mail or by email to [pecoprocurement@nera.com](mailto:pecoprocurement@nera.com)) of the completed Part 2 Form in **Microsoft Word**;
* Submit documents required to support the Part 2 Form as specified in Sections 2 and 3; and
* Manually insert the name of the RFP Bidder **on every page** of the Part 2 Form.

In addition, an RFP Bidder must respond to Sections 4 and 5 of the Part 2 Form and submit documents requested as applicable to the RFP Bidder.

*The completed Part 2 Proposal MUST be received by the Independent Evaluator no later than 12 PM (noon) EPT[[1]](#footnote-1) on January 23, 2014 (the Part 2 Date) at:*

NERA - Independent Evaluator

PECO Default Service Program RFPs

1835 Market Street, Suite 1205

Philadelphia, PA 19103

Inquiries may be directed to the Independent Evaluator by:

* telephone (215) 568-0200
* fax (215) 568-9358
* through the “Ask a Question” page on the Web site at

[www.pecoprocurement.com](http://www.pecoprocurement.com/)

**Photocopies and facsimiles of completed forms will not be accepted under any circumstances.**

*Name of RFP Bidder*

1. **Part 2 Proposal Submission**

Notifications

The Independent Evaluator sends you notifications by email or fax, at your option.

Acknowledgment

If your Part 2 Proposal is received by post or email, the Independent Evaluator sends you an acknowledgment consisting of the first page of the Part 2 Form stamped with the time and the date that it was received. If your Part 2 Proposal is hand-delivered, the Independent Evaluator provides an acknowledgment to the individual making the delivery consisting of a photocopy of the first page of the Part 2 Form stamped with the time and the date that it was received.

Timing of Part 2 Proposal Review

The Part 2 Window opens at 8 AM on January 17, 2014 and closes at 12 PM (noon) on January 23, 2014. You have the option to submit the Part 2 Form during the Part 1 Window for early processing. If your Part 2 Proposal arrives before 12 PM (noon) on any business day after the opening of the Part 1 Window, the Independent Evaluator sends you the acknowledgment confirming receipt on the day the Part 2 Proposal is received with the results of an initial review. The initial review states either that the Part 2 Proposal is complete and is being considered, or the initial review lists items of the Part 2 Proposal that are deficient or require clarification (see below). If your Part 2 Proposal arrives after 12 PM (noon) on any business day during the Part 2 Window prior to the Part 2 Date, the Independent Evaluator sends you the acknowledgment along with the initial review by 12 PM (noon) of the next business day.

Incomplete Part 2 Proposals

If your Part 2 Proposal is incomplete or requires clarification, the Independent Evaluator will send a deficiency notice to you. If the deficiency or request for clarification concerns your Pre-Bid Letter of Credit, or your guaranty, or documents required to fulfill the requirements of Section 4 and Section 5 of this Part 2 Form, you will have until noon on the Part 2 Date, or until 6 PM of the second business day following the business day during which you are notified, whichever comes later, to respond. For any other deficiencies or requests for clarification you will have until 12 PM (noon) on the Part 2 Date, or until 6 PM on the business day following the business day during which a deficiency notice is sent to you, whichever comes later, to respond. If you do not correct or adequately explain the deficiency within the time allowed, your Part 2 Proposal may be rejected and you may be unable to participate in the RFP. One (1) copy of the Part 2 Form and all documents except for the Pre-Bid Letter of Credit will be returned to you.

Late Part 2 Proposals

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

*Name of RFP Bidder*

Part 2 Notification

When your Part 2 Proposal is complete, the Independent Evaluator will send a complete notice to your Representative with a copy of the first page of your Part 2 Form stamped “complete”. Each RFP Bidder that submits a Part 2 Proposal will be notified whether it is eligible to submit Bids no later than 6 PM on January 27, 2014 (the Part 2 Notification Date).

RFP Bidders Under Agency Agreements

An RFP Bidder submitting a Proposal under an Agency Agreement is required to submit additional documents as specified in Section 4.

Foreign RFP Bidders and Foreign Entities

An RFP Bidder that has not been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia (“Foreign RFP Bidder”), or an RFP Bidder that is relying on the financial standing of an entity (an RFP Guarantor or a Principal) that has not been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia (a “Foreign Entity”), is required to provide additional information in Section 5 of this Part 2 Form.

*Name of RFP Bidder*

**PART 2 FORM**

1. **Contact Information and Representations**

*First Item*: Name and Address of the RFP Bidder

Have the name or address of the RFP Bidder changed since the Part 1 Proposal?

yes  no

**If no**, please proceed to the next item in this Section 1, “Officer of the RFP Bidder”.

**If yes**, please make all necessary corrections. **If the legal name of the RFP Bidder has changed, please provide evidence of the change of name in hard copy or electronically (saved to a CD or by email).**

*Legal Name of RFP Bidder*

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*Street Address*

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*City State Zip Code*

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*First Item (continued):* Officer of the RFP Bidder

Please note that the Officer of the RFP Bidder named in the Part 1 Proposal must make all representations and certifications in this Part 2 Proposal. **If the RFP Bidder must change the individual who serves as Officer of the RFP Bidder, the RFP Bidder must re-submit the Part 1 Form in its entirety naming a new individual as Officer of the RFP Bidder, and the new Officer of the RFP Bidder must make all representations and certifications required by the Part 1 Form and the Part 2 Form.**

Has the identity or contact information for the Officer of the RFP Bidder changed since the Part 1 Proposal?

yes  no

**If no**, please proceed to the next item below in this section, “Designee”.

**If yes**, please make all necessary corrections.

*Last Name of Officer of the RFP Bidder Given Name(s) Mr/Mrs/Ms/Dr/(other)*

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*Title of Officer of the RFP Bidder*

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*Name of RFP Bidder*

*Street Address*

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*City State Zip Code*

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*Telephone No. Fax No. Email Address*

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*First Item (continued):* Designee

Has the contact information for the Designee changed since the Part 1 Proposal?

yes  no

**If no**, please proceed to the next item below in this section, “Representative”.

**If yes**, please make all necessary corrections.

*Last Name of the Designee Given Name(s) Mr/Mrs/Ms/Dr/(other)*

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*Title*

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*Street Address*

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*City State Zip Code*

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*Telephone No. Fax No. Email Address*

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*First Item (continued):* Representative

Has the contact information for the Representative changed since the Part 1 Proposal?

yes  no

**If no**, please proceed to the next item below in this section, “Representations of the Officer of the RFP Bidder”.

**If yes**, please make all necessary corrections.

*Name of RFP Bidder*

*Last Name* *of Representative Given Name(s) Mr/Mrs/Ms/Dr/(other)*

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*Title*

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*Street Address*

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*City State Zip Code*

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*Telephone No. of Representative Alternate Telephone No. Email Address of Representative*

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*Fax No. of Representative*

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*Second Item*: Representations of the Officer of the RFP Bidder

**The following certifications must be signed by the Officer of the RFP Bidder and the signature must be notarized or attested with the corporate seal.**

1. I certify that this Part 2 Proposal will remain valid and remain in full force and effect until six (6) business days after the Bid Date and if any information provided in the Part 2 Proposal changes or any previous certification fails to remain valid during that time, the RFP Bidder will notify the Independent Evaluator as soon as practicable.
2. I certify that the RFP Bidder is bidding independently and that it has no knowledge of any information concerning a Proposal by another RFP Bidder in response to this solicitation or any future solicitation under this RFP. Such information includes, but is not limited to: the fact that another RFP Bidder is submitting a Proposal in response to this solicitation or a subsequent solicitation under this RFP; the Bids by another RFP Bidder in this or in a subsequent solicitation under this RFP; the number of tranches bid by another RFP Bidder for any product in this or in a subsequent solicitation under this RFP; the estimation by another RFP Bidder of the value of a tranche of a product; the estimation by another RFP Bidder of the risks associated with providing supply under the Default Service SMA; the preference of another RFP Bidder for bidding on specific products in this or in a subsequent solicitation under the RFP; and the contractual arrangements for power of another RFP Bidder to serve tranches of Default Service Load were that RFP Bidder to become a Default Supplier. This certification must be binding and in effect until the Commission has either approved or rejected each of the winning Bids for this solicitation.
3. I certify that although the RFP Bidder may disclose aspects of its Proposal in communicating with its financial institution for the purpose of preparing the Pre-Bid Letter of Credit or in communicating with advisors (if any), any such communication is made in a manner that can reasonably be expected to maintain the confidentiality of the RFP Bidder’s Proposal.

*Name of RFP Bidder*

1. I certify that, with only the exceptions noted in (3) above, the RFP Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party any information relating to its Proposal, which could have an effect on whether another party submits a Proposal in any solicitation under the RFP, or on the contents of such Proposal that another RFP Bidder would be willing to submit in response to the RFP. Such information includes, but is not limited to: the fact that the RFP Bidder is submitting a Proposal in response to this RFP; the RFP Bidder’s Bids in this or in a subsequent solicitation under this RFP; the RFP Bidder’s number of tranches bid for any product in this or in a subsequent solicitation under this RFP; the RFP Bidder’s estimation of the value of a tranche of a product; the RFP Bidder’s estimation of the risks associated with providing supply under the Default Service SMA; and the RFP Bidder’s preference for bidding on specific products in this or in a subsequent solicitation under this RFP. This certification must be binding and in effect until the Commission has either approved or rejected each of the winning Bids for this solicitation.
2. I certify that any Bid on any product submitted in response to this RFP for this solicitation is binding until six (6) business days after the Bid Date and constitutes a binding and irrevocable offer to provide service under the terms of the Default Service SMA at the price specified in the Bid.
3. I certify that if the Commission approves some or all of the RFP Bidder’s Bids, I or the Designee will execute, or will nominate another authorized individual to execute, all Transaction Confirmation(s) required by the Commission’s decision under the Default Service SMA by 2 PM of the fourth business day after the Bid Date.
4. I certify that in any such Transaction Confirmation, the RFP Bidder will specify a price for each type of AECs (Tier I, Tier I Solar, and Tier II) that is included in the RFP Bidder’s winning Bids and each such price will be greater than $0/AEC.

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Signature of Officer Date

\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature and Seal from Notary Public Date

*Name of RFP Bidder*

1. **Pre-Bid Letter of Credit**

*First Item*: Instructions regarding the Pre-Bid Letter of Credit

**INSTRUCTIONS: the RFP Bidder must provide an executed Pre-Bid Letter of Credit, drawn for the account of the RFP Bidder and acceptable to PECO, in an amount of at least: $250,000 per tranche bid on the RES, SC, and MC products, plus $125,000 per tranche bid on the LC&I product. A single Pre-Bid Letter of Credit is submitted even if the RFP Bidder bids on more than one product or more than one Class.**

Are you submitting this Part 2 Form during the Part 1 Window for early processing?

yes   no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement below.

**If no**, please proceed to the next item in this Section 2, “Acceptable Pre-Bid Letter of Credit”.

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, the RFP Bidder will be required to submit an executed Pre-Bid Letter of Credit.

\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Officer of the RFP Bidder Date

submitting the Part 2 Form during the Part 1 Window for early processing

*Second Item:* Acceptable Pre-Bid Letter of Credit

**INSTRUCTION: The RFP Bidder must either use the Standard Pre-Bid Letter of Credit, provided on** [**www.pecoprocurement.com**](http://www.pecoprocurement.com/)**, or the RFP Bidder must submit a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit accepted as a result of the evaluation of the Part 1 Proposals.**

**Please check one box.**  The RFP Bidder is submitting an executed Pre-Bid Letter of Credit:

using the Standard Pre-Bid Letter of Credit; or

incorporating only approved modifications.

*Name of RFP Bidder*

*Third Item*: Instructions for Release of the Pre-Bid Letter of Credit

PECO and the Independent Evaluator will release the Pre-Bid Letter of Credit no later than six (6) business days after the Bid Date. If the Commission does not approve any of the RFP Bidder’s Bids, PECO and the Independent Evaluator will release that RFP Bidder’s Pre-Bid Letter of Credit within three (3) business days of the Bid Date. **Please provide any special instructions for returning the Pre-Bid Letter of Credit below.**

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*Name of RFP Bidder*

1. **Default Service SMA Documents**

**An electric supplier selected through the DSP II competitive bidding process to provide Default Supply for a particular Class and approved by the Commission becomes a Default Supplier for that Class. A Default Supplier with a Default Service SMA dated later than January 25, 2013 is an “Eligible Default Supplier”.**

Is the RFP Bidder an Eligible Default Supplier?

yes  no

**If yes**, please proceed to the next item in this Section 3, “RFP Bidders Relying on the Financial Standing of an RFP Guarantor”.

**If no**, please continue filling in information for this item on the Default Service SMA Documents.

*First Item*: The Default Service SMA and Exhibits

Each RFP Bidder that qualified pursuant to a successful Part 1 Proposal receives from the Independent Evaluator the Default Service SMA, which the Independent Evaluator either transmits by secure file transfer or saves electronically on a CD that is sent by overnight delivery service.

**INSTRUCTION: An RFP Bidder must provide two (2) signed originals of the Default Service SMA with all exhibits, including two (2) signed originals of the PJM Declaration of Authority (Exhibit J). Either the Officer of the RFP Bidder or Designee of the RFP Bidder signs two (2) originals of the Default Service SMA and of Exhibit J.**

Are you submitting this Part 2 Form during the Part 1 Window for early processing?

yes   no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement below.

**If no**, please proceed to the next item in this Section 3, “RFP Bidders Relying on the Financial Standing of an RFP Guarantor”.

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, the RFP Bidder will be required to submit two (2) signed originals of the Default Service SMA with all exhibits, including two (2) signed originals of the PJM Declaration of Authority (Exhibit J).

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Signature of Officer of the RFP Bidder Date

submitting the Part 2 Form during the Part 1 Window for early processing

*Name of RFP Bidder*

*Second Item*: RFP Bidders Relying on the Financial Standing of an RFP Guarantor

Are you relying on the financial standing of an RFP Guarantor?

yes   no

**If no,** please proceed to Section 4, “RFP Bidders Under Agency Agreements”.

**If yes**, please continue to the following question.

Is the RFP Bidder an Eligible Default Supplier whose RFP Guarantor already has with PECO a guaranty for its full Unsecured Credit Limit?

yes  no

**If yes**, please proceed to Section 4, “RFP Bidders Under Agency Agreements”.

**If no**, please read the instructions below and continue to the next question.

**INSTRUCTIONS: Each RFP Bidder that relies on the financial standing of an RFP Guarantor, with the exception of an Eligible Default Supplier that posted a guaranty in an amount equal to its RFP Guarantor’s Unsecured Credit Limit, must submit two (2) originals of the guaranty with the Part 2 Proposal.**

* **For an RFP Bidder relying on the financial standing of an RFP Guarantor that holds a current default Service SMA with PECO (either under DSP I or DSP II), the Guaranty Amount must meet or exceed the lesser of (i) the Unsecured Credit Limit for the RFP Guarantor; (ii) the sum of the Guaranty Amount of any current guaranty held by PECO and $600,000 per tranche bid on the RES, SC, and MC products, plus $300,000 per tranche bid on the LC&I product.**
* **For an RFP that does not hold a current Default Service SMA with PECO (from DSP I or DSP II), the Guaranty Amount must meet $600,000 per tranche bid on the RES, SC, and MC products, plus $300,000 per tranche bid on the LC&I product.**

Are you submitting this Part 2 Form during the Part 1 Window for early processing?

yes   no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement below.

**If no**, please proceed to the next item in this Section 3, “Alternate Guaranty Form”.

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, the RFP Bidder will be required to submit two (2) signed originals of the guaranty.

\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Officer of the RFP Bidder Date

submitting the Part 2 Form during the Part 1 Window for early processing

*Name of RFP Bidder*

*Third Item*: Alternate Guaranty Form

Did you receive approval from PECO to use an alternate guaranty form through the Guaranty Process?

yes  no

**If no**, please proceed to Section 4, “RFP Bidders Under Agency Agreements”.

**If yes**, please provide the information required by this section.

**INSTRUCTION: Each RFP Bidder that relies on the financial standing of an RFP Guarantor and that has obtained approval for use of an alternate guaranty must provide an executed enforceability opinion for this alternate guaranty form on the letterhead of a law firm of national standing. An RFP Bidder using an alternate guaranty form approved by PECO pursuant to the Guaranty Process must submit a guaranty with no monetary limit.**

*Name of RFP Bidder*

1. **RFP Bidders Under Agency Agreements**

Are you submitting a Proposal under an Agency Agreement?

yes   no

**If no,** please proceed to Section 5, “Foreign RFP Bidders and Foreign Entities”.

**If yes,** please provide all information required in this Section 4 of the Part 2 Form.

*First Item*: Officer’s Certificate

**INSTRUCTION: Please provide the required Officers’ Certificate, signed by an officer of each Principal, with this Part 2 Form.** The Independent Evaluator and PECO will determine whether the document provided is sufficient, without any liability or obligation to the RFP Bidder or its Principal(s).

The form of an Officers’ Certificate submitted by a previously eligible RFP Bidder and that was previously acceptable to PECO will remain acceptable to PECO unless there has been a change in the circumstances of the RFP Bidder submitting a Proposal under an Agency Agreement. A “previously eligible RFP Bidder” means an RFP Bidder that became eligible to submit Bids in a previous solicitation held under DSP II by submitting a successful Part 1 Proposal and a successful Part 2 Proposal.

*Second Item*: Signatory to the Default Service SMA

Is a representative of the RFP Bidder authorized to sign the Default Service SMA or to execute a Transaction Confirmation?

yes   no

**If yes,** please proceed to Section 5, “Foreign RFP Bidders and Foreign Entities”.

**If no,** please proceed to the next question.

Is the RFP Bidder previously eligible and does the information regarding the representative of the Principal authorized to sign the Default Service SMA and to execute the Transaction Confirmations remain valid?

yes  no

**If yes,** please proceed to Section 5, “Foreign RFP Bidders and Foreign Entities”.

**If no,** please update or provide below the information of the representative of the Principal who will sign the Default Service SMA and any Transaction Confirmation.

*Last Name of Representative Given Name(s) Mr/Mrs/Ms/Dr/(other)*

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*Title Company*

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*Telephone No. of Representative Alternate Telephone No. Email Address of Representative*

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*Name of RFP Bidder*

1. **Foreign RFP Bidders and Foreign Entities**

Are you a Foreign RFP Bidder or an RFP Bidder relying on the financial standing of a Foreign Entity (RFP Guarantor or Principal)?

yes   no

**If no,** please proceed to Section 6, “Justification of Omissions”.

**If yes,** please provide all information required in this Section 5 of this Part 2 Form.

*First Item:* Foreign RFP Bidder

Are you a Foreign RFP Bidder?

yes  no

**If no,** please proceed to the next item in this Section 5, “Foreign RFP Guarantor”.

**If yes,** please read the instructions below and proceed to the next question.

**A Foreign RFP Bidder must provide the additional documents listed below for the Foreign RFP Bidder to be granted unsecured credit under the terms of the Default Service SMA.**

1. **one (1) executed original** legal opinion of outside counsel qualified to practice in the foreign jurisdiction in which the Foreign RFP Bidder is incorporated or otherwise formed that the Default Service SMA is, or upon the completion of execution formalities will become, the binding obligation of the Foreign RFP Bidder in the jurisdiction in which it has been incorporated or otherwise formed. Exhibit G to the Default Service SMA includes a sample of this legal opinion.
2. **one (1) executed original** sworn certificate of the corporate secretary (or similar officer) of such Foreign RFP Bidder that the person executing the Default Service SMA on behalf of the Foreign RFP Bidder has the authority to execute the Default Service SMA and that the governing board of such Foreign RFP Bidder has approved the execution of the Default Service SMA.
3. **one (1) executed original** sworn certificate of the corporate secretary (or similar officer) of such Foreign RFP Bidder that the Foreign RFP Bidder has been authorized by its governing board to enter into agreements of the same type as the Default Service SMA.

Is the RFP Bidder previously eligible and do the previously submitted documents (1)-(3) listed above remain valid? (A “previously eligible RFP Bidder” means an RFP Bidder that became eligible to submit Bids in a previous solicitation held under DSP II by submitting a successful Part 1 Proposal and a successful Part 2 Proposal.)

yes  no

**If yes**, please proceed to the next item in this Section 5, “Foreign RFP Guarantor”.

**If no**, please read the instructions below and proceed to the next question.

*Name of RFP Bidder*

**INSTRUCTIONS:**

* **If the RFP Bidder is previously eligible, the RFP Bidder must submit any and all updates to the documents (1)-(3) listed above.**
* **If the RFP Bidder is not previously eligible, the RFP Bidder must submit all documents (1)-(3) listed above.**

If the Foreign RFP Bidder does not submit these documents, or if these documents are not sufficient, the Foreign RFP Bidder is not granted unsecured credit under the terms of the Default Service SMA.

Are you submitting this Part 2 Form during the Part 1 Window for early processing?

yes   no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement below.

**If no**, please proceed to the next question.

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, the RFP Bidder will be required to submit additional documents according to the instructions above for the Foreign RFP Bidder to be granted unsecured credit under the terms of the Default Service SMA.

\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Officer of the RFP Bidder Date

Submitting the Part 2 Form during the Part 1 Window for early processing

*Second Item:* Foreign RFP Guarantor

Are you relying on the financial standing of a Foreign RFP Guarantor?

yes  no

**If no,** please proceed to the next item in this Section 5, “Foreign Principal”.

**If yes,** please read the instructions below and proceed to the next question.

**An RFP Bidder relying on the financial standing of an RFP Guarantor that is a Foreign Entity must provide the additional documents listed below for the RFP Guarantor to be granted unsecured credit under the terms of the Default Service SMA.**

1. **one (1) executed original** legal opinion of outside counsel qualified to practice in the foreign jurisdiction in which the RFP Guarantor is incorporated or otherwise formed that the guaranty pursuant to the Default Service SMA is, or upon the completion of execution formalities will become, the binding obligation of the RFP Guarantor in the jurisdiction in which it has been incorporated or otherwise formed. Exhibit G to the Default Service SMA includes a sample of this legal opinion.

*Name of RFP Bidder*

1. **one (1) executed original** sworn certificate of the corporate secretary (or similar officer) of such RFP Guarantor that the person executing the guaranty pursuant to the Default Service SMA on behalf of the RFP Guarantor has the authority to execute the guaranty pursuant to the Default Service SMA and that the governing board of such RFP Guarantor has approved the execution of the guaranty pursuant to the Default Service SMA;
2. **one (1) executed original** sworn certificate of the corporate secretary (or similar officer) of such RFP Guarantor that the RFP Guarantor has been authorized by its governing board to enter into agreements of the same type as the guaranty pursuant to the Default Service SMA.

Is the RFP Bidder previously eligible and do the previously submitted documents (1)-(3) listed above remain valid? (A “previously eligible RFP Bidder” means an RFP Bidder that became eligible to submit Bids in a previous solicitation held under DSP II by submitting a successful Part 1 Proposal and a successful Part 2 Proposal.)

yes  no

**If yes**, please proceed to Section 6, “Justification of Omissions”.

**If no**, please follow the instructions below.

**INSTRUCTIONS:**

* **If the RFP Bidder is previously eligible, the RFP Bidder must submit any and all updates to the documents (1)-(3) listed above.**
* **If the RFP Bidder is not previously eligible, the RFP Bidder must submit all documents (1)-(3) listed above.**

If the RFP Bidder does not submit these documents, or if these documents are not sufficient, the Foreign RFP Guarantor is not granted unsecured credit under the terms of the Default Service SMA. In that case, the RFP Bidder may not rely on the financial standing of the RFP Guarantor. Any guaranty submitted with the Part 2 Proposal will be removed from consideration and the Independent Evaluator may request additional financial or credit information regarding the RFP Bidder.

Are you submitting this Part 2 Form during the Part 1 Window for early processing?

yes  no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement below.

**If no**, please proceed to Section 6, “Justification of Omissions”.

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, the RFP Bidder will be required to submit additional documents according to the instructions above for the Foreign RFP Guarantor to be granted unsecured credit under the terms of the Default Service SMA.

\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Officer of the RFP Bidder Date

Submitting the Part 2 Form during the Part 1 Window for early processing

*Name of RFP Bidder*

*Third Item:* Foreign Principal

Are you relying on the financial standing of a Foreign Principal?

yes  no

**If no,** please proceed to Section 6, “Justification of Omissions”.

**If yes,** please read the instructions below and proceed to the next question.

**An RFP Bidder submitting a Proposal under an Agency Agreement with a Principal that is a Foreign Entity must provide the additional documents listed below for the RFP Bidder and its Principal to be granted unsecured credit under the terms of the Default Service SMA.**

1. **one (1) executed original** legal opinion of outside counsel qualified to practice in the foreign jurisdiction in which the Principal is incorporated or otherwise formed that the Default Service SMA is, or upon the completion of execution formalities will become, the binding obligation of the Principal in the jurisdiction in which it has been incorporated or otherwise formed. Exhibit G to the Default Service SMA includes a sample of this legal opinion.
2. **one (1) executed original** sworn certificate of the corporate secretary (or similar officer) of such Principal that the Principal has been authorized by its governing board to enter into agreements of the same type as the Default Service SMA.

Is the RFP Bidder previously eligible and do the previously submitted documents (1)-(2) listed above remain valid? (A “previously eligible RFP Bidder” means an RFP Bidder that became eligible to submit Bids in a previous solicitation held under DSP II by submitting a successful Part 1 Proposal and a successful Part 2 Proposal.)

yes  no

**If yes**, please proceed to Section 6, “Justification of Omissions”.

**If no**, please read the instructions below and proceed to the next question.

**INSTRUCTIONS:**

* **If the RFP Bidder is previously eligible, the RFP Bidder must submit any and all updates to the documents (1)-(2) listed above.**
* **If the RFP Bidder is not previously eligible, the RFP Bidder must submit all documents (1)-(2) listed above.**

If the RFP Bidder does not submit these documents, or if these documents are not sufficient, the RFP Bidder and its Principal(s) are not granted unsecured credit under the terms of the Default Service SMA.

*Name of RFP Bidder*

Are you submitting this Part 2 Form during the Part 1 Window for early processing?

yes  no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement below.

**If no**, please proceed to Section 6, “Justification of Omissions”.

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, the RFP Bidder will be required to submit additional documents according to the instructions above for the Foreign Entity as Principal to be granted unsecured credit under the terms of the Default Service SMA.

\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Officer of the RFP Bidder Date

Submitting the Part 2 Form during the Part 1 Window for early processing

*Name of RFP Bidder*

1. **Justification of Omissions**

If you are unable to provide all documents or information with this Part 2 Form, please justify fully any omissions in the space provided below.

|  |
| --- |
|  |

*Checklist*

**This is a checklist of documents that must be included in the Part 2 Proposal.**

**Two (2) originals** of the completed Part 2 Form (with original signatures and original notarized signatures where required) *[Instructions Part* I*]*

**One (1) copy** (on CD via mail or by email to pecoprocurement@nera.com) of the completed Part 2 Form in **Microsoft Word** *[Instructions Part* I*]*

**One (1) executed original** Pre-Bid Letter of Credit, drawn for the account of the RFP Bidder in an amount of $250,000 per tranche bid for the RES, SC and MC products plus $125,000 per tranche bid for the LC&I product. The Pre-Bid Letter of Credit either uses the Standard Pre-Bid Letter of Credit provided in Appendix 8 to the RFP Rules, or a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit accepted as a result of the evaluation of the Part 1 Proposals**.** *[Section 2]*

**Two (2) signed originals** of the Default Service SMA and Exhibits if the RFP Bidder is not an Eligible Default Supplier. *[Section 3]*

**Two (2)** **signed originals** of the guaranty if the RFP Bidder is relying on the financial standing of an RFP Guarantor (with the exception of an Eligible Default Supplier that has a guaranty with PECO in an amount equal to the RFP Guarantor’s Unsecured Credit Limit). *[Section 3]*

An RFP Bidder that obtained approval from PECO to use an alternate guaranty form:

**One (1) executed** enforceability opinion for the alternate guaranty form on the letterhead of a law firm of national standing

An RFP Bidder under an Agency Agreement must also provide:

**One (1) executed** Officers’ Certificate if the RFP Bidder is submitting a Proposal under an Agency Agreement. *[Section 4]*

A Foreign RFP Bidder, as a condition of being granted unsecured credit, must also provide the following documents:

**One (1) executed** legal opinion of outside counsel qualified to practice in the foreign jurisdiction that the Default Service SMA is binding. *[Section 5]*

**One (1) executed** sworn certificate of the corporate secretary (or similar officer) of the Foreign RFP Bidder that the person executing the Default Service SMA is so authorized and that its governing board has approved the execution of the Default Service SMA. *[Section 5]*

**One (1) executed** sworn certificate of the corporate secretary (or similar officer) of the Foreign RFP Bidder that its governing board has authorized the execution of agreements of the same type as the Default Service SMA in the past. *[Section 5]*

An RFP Bidder relying on the financial standing of an RFP Guarantor that is a Foreign Entity, as a condition of being granted unsecured credit, must also provide the following documents:

**One (1) executed** legal opinion of outside counsel qualified to practice in the foreign jurisdiction that the guaranty pursuant to the Default Service SMA is binding. *[Section 5]*

**One (1) executed** sworn certificate of the corporate secretary (or similar officer) of the RFP Guarantor that the person executing the guaranty is so authorized and that its governing board has approved the execution of the guaranty pursuant to the Default Service SMA. *[Section 5]*

**One (1) executed** sworn certificate of the corporate secretary (or similar officer) of the RFP Guarantor that its governing board has authorized the execution of a guaranty of the same type as the guaranty pursuant to the Default Service SMA in the past. *[Section 5]*

An RFP Bidder submitting a Proposal under an Agency Agreement with a Principal that is a Foreign Entity, as a condition of being granted unsecured credit, must also provide the following executed documents:

**One (1) executed** legal opinion of outside counsel qualified to practice in the foreign jurisdiction that the Default Service SMA is binding. *[Section 5]*

**One (1) executed** sworn certificate of the corporate secretary (or similar officer) of the Principal that its governing board has authorized the execution of agreements of the same type as the Default Service SMA in the past. *[Section 5]*

***End of Part 2 Form***

1. Unless noted otherwise, all times refer to the Eastern Prevailing Time (EPT) zone. [↑](#footnote-ref-1)