

APPENDIX 7 – ILLUSTRATIVE PART 2 FORM DEFAULT SERVICE PROGRAM REQUEST FOR PROPOSALS

STANDARD FORM

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”).

Before completing this online Part 2 Form, please review the RFP, including the PECO Energy Company Pennsylvania Default Service Supplier Master Agreement (“Uniform SMA”), so that you understand the conditions under which the RFP will be conducted. These documents are posted at www.PECOProcurement.com.

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 the 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 financial information and legal documents provided to fulfill the requirements of the Part 2 Proposal, and will participate in the evaluation of the Pre-Bid Letter of Credit with the name of the RFP Bidder and the amount redacted.

PART 2 FORM

1. Contact Information and Representations

First Item: Name and Address of the RFP Bidder

Below is the information that you previously provided. **PLEASE MAKE ANY NECESSARY UPDATES TO THE RFP BIDDER'S LEGAL NAME AND ADDRESS.** By submitting this form without making updates, you will be confirming that the previously provided information remains valid.

Legal Name of RFP Bidder

[pre-populated]

Street Address Line 1

[pre-populated]

Street Address Line 2

[pre-populated]

City

[pre-populated]

State

[pre-populated]

Zip Code

[pre-populated]

IF THE LEGAL NAME OF THE RFP BIDDER HAS CHANGED, PLEASE PROVIDE EVIDENCE OF THE CHANGE.



Evidence of name change (if necessary)

Second Item: Contact Information for the Officer of the RFP Bidder

Below is the information that you previously provided. **PLEASE MAKE ANY UPDATES TO THE NAME AND CONTACT INFORMATION FOR THE OFFICER OF THE RFP BIDDER.** By submitting this form without making updates, you will be confirming that the previously provided information remains valid.

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 individual serving as Officer of the RFP Bidder has changed, the RFP Bidder will be required to resubmit all certifications required by the Part 1 Proposal.

First Name

[pre-populated]

Last Name

[pre-populated]

Title

[pre-populated]

Street Address Line 1

[pre-populated]

Street Address Line 2

[pre-populated]

City

[pre-populated]

State

[pre-populated]

Zip Code

[pre-populated]

Business Phone No.

[pre-populated]

Cell Phone No.

[pre-populated]

Email Address

[pre-populated]

Third Item: Contact Information for the Representative

Below is the information that you previously provided. **PLEASE MAKE ANY UPDATES TO THE NAME AND CONTACT INFORMATION FOR THE REPRESENTATIVE OF THE RFP BIDDER.** By submitting this form without making updates, you will be confirming that the previously provided information remains valid.

First Name

[pre-populated]

Last Name

[pre-populated]

Title

[pre-populated]

Street Address Line 1

[pre-populated]

Street Address Line 2

[pre-populated]

City

[pre-populated]

State

[pre-populated]

Zip Code

[pre-populated]

Business Phone No.

[pre-populated]

Cell Phone No.

[pre-populated]

Email Address

[pre-populated]

Fourth Item: Representations of the Officer of the RFP Bidder

THE OFFICER OF THE RFP BIDDER MUST MAKE A NUMBER OF CERTIFICATIONS TO FULFILL THE REQUIREMENTS OF THE PART 2 PROPOSAL. If the Officer of the RFP Bidder who made the representations and certifications of the Part 1 Form is unavailable to make the representations of the Part 2 Form, the RFP Bidder must name a new individual to serve as Officer of the RFP Bidder and must, in addition to making the representations required in the Part 2 Proposal, re-submit the certifications of the Part 1 Form by the Part 2 Date.

THE OFFICER OF THE RFP BIDDER MUST MAKE A NUMBER OF CERTIFICATIONS BY COMPLETING THE P2 CERTIFICATIONS INSERT. The P2 Certifications Insert is also labelled INSERT #P2-1.

PLEASE REFER TO THE P2 CERTIFICATIONS INSERT (#P2-1) FOR THE ACCEPTABLE METHODS TO COMPLETE AND SUBMIT THIS INSERT.

Name of RFP Bidder



P2 CERTIFICATIONS INSERT (#P2-1)

THE INDEPENDENT EVALUATOR IS ACCEPTING A DIGITAL SIGNATURE OR A NOTARIZED SIGNATURE FOR THIS INSERT.

This Insert may be completed as follows:

- Signed by the Officer of the RFP Bidder with the signature notarized;

or:

- *Submitted with a digital signature (using commercially available software such as DocuSign) with an accompanying document or information verifying the identity of the signatory. Digital signatures are not required to be notarized.*

This Insert and any accompanying document or information may be submitted as follows:

- *Uploaded to the online Part 1 Form;*

or:

- *Sent by email to the Independent Evaluator at PECOProcurement@nera.com.*

THE OFFICER OF THE RFP BIDDER MUST MAKE THE FOLLOWING CERTIFICATIONS.

- (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 Uniform 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 lowest-priced 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.
- (4) 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 the 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 Uniform 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 lowest-priced Bids for this solicitation.

- (5) 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 Uniform SMA at the price specified in the Bid.
- (6) I certify that I will execute (or I will nominate another authorized individual to execute) the Uniform SMA and all Transaction Confirmation(s) for the RFP Bidder's Bids that are approved by the Commission no later than 2PM on the fifth business day after the Bid Date.
- (7) I certify that in each 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 lowest-priced Bids and each such price must be greater than \$0/AEC.

Signature of Officer

Date

Signature and Seal from Notary Public

Date

2. Pre-Bid Letter of Credit

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 PRODUCTS OF THE RES AND SC CLASSES FOR FULL REQUIREMENTS ON A FIXED-PRICE BASIS, PLUS, IF APPLICABLE, \$125,000 PER TRANCHE BID ON A PRODUCT FOR THE CCI CLASS FOR FULL REQUIREMENTS ON A SPOT-PRICE BASIS.** A single Pre-Bid Letter of Credit is submitted even if the RFP Bidder bids on more than one product or, if applicable, the RFP Bidder bids to supply both full requirements on a fixed-price basis and full requirements on a spot-price basis.

The RFP Bidder must either use the Standard Pre-Bid Letter of Credit, provided on www.pecoprocurement.com, or 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.

THE PRE-BID LETTER OF CREDIT MUST BE SUBMITTED AS AN ELECTRONIC PDF FILE VIA ELECTRONIC MEANS ONLY to the Independent Evaluator at PECOProcurement@nera.com. A Pre-Bid Letter of Credit sent in hardcopy cannot be accepted.

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.

Would you like to provide special instructions for returning the Pre-Bid Letter of Credit?

☒ Yes

☐ No

PLEASE PROVIDE SPECIAL INSTRUCTIONS FOR RETURNING THE PRE-BID LETTER OF CREDIT BELOW.

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3. Additional Requirements

3a. Requirements for RFP Bidders Relying on Their Own Financial Standing

You previously elected the RFP Bidder as the entity on whose financial standing the RFP Bidder is relying. YOU HAVE NO ADDITIONAL REQUIREMENTS under this section and you may proceed to the next section.

3b. Requirements for RFP Bidders Relying on the Financial Standing of an RFP Guarantor

You previously elected an RFP Guarantor as the entity on whose financial standing the RFP Bidder is relying. **THE RFP BIDDER MUST PROVIDE THE GUARANTY DOCUMENTS REQUIRED BY THIS SECTION.**

First Item: Intent to Provide a Guaranty

A REPRESENTATIVE OF THE RFP GUARANTOR WHO IS AUTHORIZED TO UNDERTAKE CONTRACTS (INCLUDING THE GUARANTY) AND BIND THAT RFP GUARANTOR MUST MAKE THE CERTIFICATIONS PROVIDED IN THE GUARANTY INTENT INSERT. The Guaranty Intent Insert is also labelled INSERT #P2-2.

PLEASE REFER TO THE GUARANTY INTENT INSERT (#P2-2) FOR THE ACCEPTABLE METHODS TO COMPLETE AND SUBMIT THIS INSERT. IF THIS INSERT IS NOT COMPLETED WITH A DIGITAL SIGNATURE, IT MUST BE SENT BY EMAIL TO THE INDEPENDENT EVALUATOR AT PECOPROCUREMENT@NERA.COM BY THE SIGNATORY (HERE A REPRESENTATIVE OF THE RFP GUARANTOR) OR WITH THE SIGNATORY ON COPY.

Name of RFP Bidder



GUARANTY INTENT INSERT (#P2-2)

THE INDEPENDENT EVALUATOR IS ACCEPTING A DIGITAL SIGNATURE FOR THIS INSERT. THE INDEPENDENT EVALUATOR IS ALSO ACCEPTING AN ELECTRONIC SIGNATURE OR A SCANNED WET SIGNATURE AS LONG AS THIS INSERT IS SENT BY EMAIL BY THE SIGNATORY OR WITH THE SIGNATORY ON COPY.

This Insert may be completed as follows:

- *Submitted with a digital signature (using commercially available software such as DocuSign) with an accompanying document or information verifying the identity of the signatory.*

If completed with a digital signature, this Insert and accompanying document or information may be uploaded to the online Part 1 Form or may be sent by email to the Independent Evaluator at PECOProcurement@nera.com.

This Insert may also be completed as follows:

- *Submitted with a scanned wet signature;*

or

- *Submitted with an electronic signature (such as an image of a signature).*

If completed with a scanned or electronic signature, this Insert must be sent by email to the Independent Evaluator at PECOProcurement@nera.com by the signatory (here a Representative of the RFP Guarantor) or with the signatory on copy.

PLEASE PROVIDE THE INDICATIVE AMOUNT OF THE GUARANTY IN THE SPACE PROVIDED. THE INDICATIVE AMOUNT MUST MEET OR EXCEED THE SUM OF: (I) \$600,000 TIMES THE NUMBER OF TRANCHES BID ON PRODUCTS FOR THE RES AND SC CLASSES FOR FULL REQUIREMENTS ON A FIXED-PRICE BASIS; AND, IF APPLICABLE, (II) \$300,000 TIMES THE NUMBER OF TRANCHES BID ON THE CCI CLASS FOR FULL REQUIREMENTS ON A SPOT-PRICE BASIS.

I acknowledge that _____ (“RFP Guarantor”) has been asked to provide a financial guaranty on behalf of _____ (“RFP Bidder”) should the RFP Bidder become a Default Supplier pursuant to its response under this RFP for procuring supply under the terms of the Uniform SMA. Our senior unsecured debt rating meets the Minimum Rating as defined in the Uniform SMA.

We would consider providing a financial guaranty on behalf of the RFP Bidder should there be no material change in affairs of at least \$ _____ (Indicative Amount). This statement should not and cannot be taken as an indication of financing commitment of any kind whatsoever, or an absolute commitment to provide a financial guaranty.

Signature of a Representative of the RFP Guarantor

Date

Printed Name

Second Item: Information to Prepare the Guaranty

In accordance with Paragraph V.3.3 of the RFP Rules, **THE RFP BIDDER IS ASKED TO PROVIDE THE FOLLOWING INFORMATION TO PREPARE THE GUARANTY:**

- the governing laws under which the RFP Guarantor is organized;
- contact information for the RFP Guarantor, including the name and title of the signatory of the guaranty for notices under the guaranty;
- elections to incorporate any or all of the approved modifications to the Standard Guaranty.

THE RFP BIDDER MUST EITHER: (i) provide the requested information to prepare the guaranty at this time; or: (ii) submit an acknowledgment signed by the Officer of the RFP Bidder that, if the Independent Evaluator notifies the RFP Bidder that the Independent Evaluator is identifying one or more of the RFP Bidder’s Bids to the Commission as lowest-priced Bids, the RFP Bidder must provide all required information by 12 PM (noon) EPT on the business day after such notification is received.

Is the RFP Bidder providing information to prepare the guaranty at this time?

☐ Yes

☐ No

☒ Yes

THE RFP BIDDER PROVIDES THE INFORMATION TO PREPARE THE GUARANTY BY COMPLETING THE GUARANTY INSERT. The Guaranty Insert is also labelled INSERT #P2-3.

PLEASE REFER TO THE GUARANTY INSERT (#P2-3) FOR THE ACCEPTABLE METHODS TO COMPLETE AND SUBMIT THIS INSERT. IF THIS INSERT IS NOT COMPLETED WITH A DIGITAL SIGNATURE, IT MUST BE SENT BY EMAIL TO THE INDEPENDENT EVALUATOR AT PECOPROUREMENT@NERA.COM BY THE SIGNATORY (HERE THE OFFICER OF THE RFP BIDDER OR THE REPRESENTATIVE OF THE RFP BIDDER) OR WITH THE SIGNATORY ON COPY.

Name of RFP Bidder



GUARANTY INSERT (#P2-3)

THIS INSERT MAY REQUIRE A SIGNATURE. IF REQUIRED, THE INDEPENDENT EVALUATOR IS ACCEPTING A DIGITAL SIGNATURE FOR THIS INSERT. THE INDEPENDENT EVALUATOR IS ALSO ACCEPTING AN ELECTRONIC SIGNATURE OR A SCANNED WET SIGNATURE AS LONG AS THIS INSERT IS SENT BY EMAIL BY THE SIGNATORY OR WITH THE SIGNATORY ON COPY.

This Insert may be completed as follows:

- Submitted with a digital signature (using commercially available software such as DocuSign) with an accompanying document or information verifying the identity of the signatory.

If completed with a digital signature, this Insert and accompanying document or information may be uploaded to the online Part 1 Form or may be sent by email to the Independent Evaluator at PECOProurement@nera.com.

This Insert may also be completed as follows:

- Submitted with a scanned wet signature;

or

- Submitted with an electronic signature (such as an image of a signature).

If completed with a scanned or electronic signature, this Insert must be sent by email to the Independent Evaluator at PECOProurement@nera.com by the signatory (here the Officer of the RFP Bidder or the Representative of the RFP Bidder) or with the signatory on copy.

Please note! RFP Bidders relying on the financial standing of an RFP Guarantor must submit one (but ONLY one) of Insert #P2-3 or Insert #P2-4.

1. Governing Laws under which the RFP Guarantor is Organized

Whether the RFP Guarantor is a Corporation, Partnership, etc.

Jurisdiction under whose laws the RFP Guarantor is existing and organized.

Name of relevant and binding corporate organizational document, such as Declaration of Trust, Limited Liability Company Agreement, Articles of Incorporation and by-laws.

2. Governing Laws under which the RFP Bidder is Organized

Whether the RFP Bidder is a Corporation, Partnership, etc.

Jurisdiction under whose laws the RFP Bidder is existing and organized.

3. Contact Information

Please provide the name and contact information for the person to whom notices and other communications will be sent under the guaranty:

First Name

Last Name

Title

Company

Street Address

City

State

Zip Code

Phone Number

Fax

Please provide the name and title of the person who will be signing the guaranty:

First Name

Last Name

Title

4. Elections of Optional Modifications to the Guaranty

Optional changes that the RFP Bidder may adopt for the Form of Guaranty are provided in a document entitled "Optional Modifications to the Guaranty" available on the website.

PLEASE INDICATE THE CHANGES THAT YOU ARE ELECTING IN THE TABLE BELOW.

Optional Change	Paragraph	RFP Bidder adopts change
1	Paragraph 1	☐ yes ☐ no
2	Paragraph 1	☐ yes ☐ no
3	Paragraph 1	☐ yes ☐ no
4	Paragraph 1	☐ yes ☐ no
5	Paragraph 1	☐ yes ☐ no
6	Paragraph 1	☐ yes ☐ no
7	Paragraph 1	☐ yes (*a*) ☐ no Provide the information below under (*a*)
8	Paragraph 2	☐ yes ☐ no
9	Paragraph 4	☐ yes ☐ no
10	Paragraph 5	☐ yes ☐ no
11	Paragraph 10	☐ yes ☐ no
12	Paragraph 11	☐ yes ☐ no
13	Paragraph 11	☐ yes ☐ no
14	Paragraph 12	☐ yes ☐ no
15	Paragraph 13	☐ yes ☐ no
16	Paragraph 14	☐ yes ☐ no
17	Paragraph 14	☐ yes ☐ no
18	Paragraph 14	☐ yes ☐ no
19	Paragraph 14	☐ yes ☐ no
20	Paragraph 17	☐ yes (*b*) ☐ no Provide the information below under (*b*)
21	Closing Paragraph and Signature Block	☐ yes (*c*) ☐ no Provide the information below under (*c*)
22	Additional Guarantor	☐ yes (*d*) ☐ no Provide the information below under (*d*)
23	Additional Guarantor	☐ yes (*e*) ☐ no Provide the information below under (*e*)
24	Paragraph 9	☐ yes ☐ no

(*a*) Optional change #7 is available only to an RFP Bidder that has an outstanding guaranty with PECO.

PLEASE PROVIDE THE FOLLOWING ADDITIONAL INFORMATION IF YOU ELECT OPTIONAL CHANGE #7:

Date of Existing Guaranty

Amount of Existing Guaranty

(*b*) THE REPRESENTATIVE OF THE RFP BIDDER OR THE OFFICER OF THE RFP BIDDER MUST MAKE THE FOLLOWING REPRESENTATION IF YOU ELECT OPTIONAL CHANGE #20:

I, _____ (the Officer of the RFP Bidder or the Representative of the RFP Bidder), certify that the RFP Guarantor, on whose financial standing the RFP Bidder will be relying, is not a trust.

Signature

Date

(*c*) PLEASE PROVIDE THE NAME AND TITLE OF THE ADDITIONAL PERSON WHO WILL BE SIGNING THE GUARANTY IF YOU ELECT OPTIONAL CHANGE #21:

First Name

Last Name

Title

(*d*) PLEASE PROVIDE THE FOLLOWING ADDITIONAL INFORMATION IF YOU ELECT OPTIONAL CHANGE #22:

Name of Additional Guarantor

Whether the Additional Guarantor is a Corporation, Partnership, etc.

Jurisdiction under whose laws the Additional Guarantor is existing and organized.

(*e*) PLEASE PROVIDE THE FOLLOWING ADDITIONAL INFORMATION IF YOU ELECT OPTIONAL CHANGE #23:

Name of Additional Guarantor

Whether the Additional Guarantor is a Corporation, Partnership, etc.

Jurisdiction under whose laws the Additional Guarantor is existing and organized.

☒ **NO**

THE OFFICER OF THE RFP BIDDER PROVIDES THE REQUIRED ACKNOWLEDGMENT BY COMPLETING THE DELAY (GUARANTY) INSERT. The Delay (Guaranty) Insert is also labelled INSERT #P2-4.

PLEASE REFER TO THE DELAY (GUARANTY) INSERT (#P2-4) FOR THE ACCEPTABLE METHODS TO COMPLETE AND SUBMIT THIS INSERT. IF THIS INSERT IS NOT COMPLETED WITH A DIGITAL SIGNATURE, IT MUST BE SENT BY EMAIL TO THE INDEPENDENT EVALUATOR AT PECOPROCUREMENT@NERA.COM BY THE SIGNATORY (HERE THE OFFICER OF THE RFP BIDDER) OR WITH THE SIGNATORY ON COPY.

Name of RFP Bidder



DELAY (GUARANTY) INSERT (#P2-4)

THE INDEPENDENT EVALUATOR IS ACCEPTING A DIGITAL SIGNATURE FOR THIS INSERT. THE INDEPENDENT EVALUATOR IS ALSO ACCEPTING AN ELECTRONIC SIGNATURE OR A SCANNED WET SIGNATURE AS LONG AS THIS INSERT IS SENT BY EMAIL BY THE SIGNATORY OR WITH THE SIGNATORY ON COPY.

This Insert may be completed as follows:

- *Submitted with a digital signature (using commercially available software such as DocuSign) with an accompanying document or information verifying the identity of the signatory.*

If completed with a digital signature, this Insert and accompanying document or information may be uploaded to the online Part 1 Form or may be sent by email to the Independent Evaluator at PECOProcurement@nera.com.

This Insert may also be completed as follows:

- *Submitted with a scanned wet signature;*

or

- *Submitted with an electronic signature (such as an image of a signature).*

If completed with a scanned or electronic signature, this Insert must be sent by email to the Independent Evaluator at PECOProcurement@nera.com by the signatory (here the Officer of the RFP Bidder) or with the signatory on copy.

Please note! RFP Bidders relying on the financial standing of an RFP Guarantor must submit one (but ONLY one) of Insert #P2-3 or Insert #P2-4.

I, _____ (the Officer of the RFP Bidder), acknowledge that, if the Independent Evaluator notifies the RFP Bidder that the Independent Evaluator is identifying one or more of the RFP Bidder's Bids to the Commission as lowest-priced Bids, the RFP Bidder must provide all information required by the Guaranty Insert (#P2-3) by 12 PM (noon) EPT on the business day after such notification is received.

Signature of Officer

Date

Third Item: Enforceability Opinion for an Alternate Guaranty

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

☐ Yes

☐ No

☒ Yes

EACH RFP BIDDER THAT RELIES ON THE FINANCIAL STANDING OF AN RFP GUARANTOR AND THAT HAS OBTAINED APPROVAL FOR USE OF AN ALTERNATE GUARANTY FORM MUST PROVIDE AN EXECUTED ENFORCEABILITY OPINION for its approved alternate guaranty form on the letterhead of a law firm of national standing.

PLEASE PROVIDE THE ENFORCEABILITY OPINION IN THE SPACE PROVIDED BELOW OR BY EMAIL TO PECOPROCUREMENT@NERA.COM.



Enforceability Opinion

3c. Requirements for RFP Bidders Relying on the Financial Standing of an RFP Principal

AN RFP BIDDER SUBMITTING A PROPOSAL UNDER AN AGENCY AGREEMENT IS REQUIRED TO PROVIDE AN OFFICERS' CERTIFICATE AS WELL AS CONTACT INFORMATION FOR A REPRESENTATIVE OF THE PRINCIPAL as specified in Section V.4 of the RFP Rules.

First Item: Officer's Certificate

PLEASE SUBMIT ONE (1) COPY OF THE REQUIRED OFFICERS' CERTIFICATE, SIGNED BY AN OFFICER OF EACH PRINCIPAL, BY UPLOAD TO THE ONLINE PART 2 FORM OR BY EMAIL TO PECOPROCUREMENT@NERA.COM. 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 Officers' Certificate should be substantially in the form of Appendix 6 to the RFP Rules.

	Officers' Certificate
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Second Item: Signatory to the Uniform SMA

Is a representative of the RFP Bidder authorized to execute the Transaction Confirmation(s) and to sign the Uniform SMA (if applicable) on behalf of the Principal(s)?

☐ Yes ☐ No

☒ NO

Please provide the information of the representative of the Principal who will sign the Uniform SMA (if applicable) and any Transaction Confirmation.

Last Name

First Name

Title

Company

Street Address Line 1

Street Address Line 2

City

State

Zip Code

Phone No.

Cell Phone No. (Optional)

Email Address

4. Foreign RFP Bidders and Foreign Entities

Is the RFP Bidder a Foreign RFP Bidder, or is the RFP Bidder relying on the financial standing of a Foreign Entity as RFP Guarantor or is the RFP Bidder submitting a Proposal under an Agency Agreement with a Foreign Entity as Principal?

☐ Yes ☐ No

☒ Yes

AN RFP BIDDER THAT IS A FOREIGN RFP BIDDER OR THAT IS RELYING ON THE FINANCIAL STANDING OF A FOREIGN ENTITY AS RFP GUARANTOR OR THAT SUBMITS A PROPOSAL UNDER AN AGENCY AGREEMENT WITH A FOREIGN ENTITY AS PRINCIPAL IS REQUIRED TO PROVIDE ADDITIONAL INFORMATION AS SPECIFIED IN SECTION V.5 OF THE RFP RULES by completing the P2 Foreign Entity Insert and providing associated documents below. The P2 Foreign Entity Insert is also labelled INSERT #P2-5.

	Insert #P2-5
	Additional Evidence of Creditworthiness
	Additional Evidence of Creditworthiness
	Legal opinion
	Sworn certificate
	Sworn certificate

Name of RFP Bidder



P2 FOREIGN ENTITY INSERT (#P2-5)

Please note! Only RFP Bidders that are Foreign Entities, or that rely on the financial standing of a Foreign Entity as RFP Guarantor, or that submit a Proposal under an Agency Agreement with a Foreign Entity as Principal, are required to complete this Insert. The requirements are provided in Section V.5 of the RFP Rules.

Are you a previously eligible RFP Bidder (i.e., did you successfully complete the Part 2 Proposal on a prior solicitation under DSP VI)?

☐ Yes ☐ No

If no, please complete Section A below.

If yes, please complete Section B below.

SECTION A. RFP BIDDERS THAT HAVE NOT PREVIOUSLY COMPLETED THE PART 2 PROPOSAL

PLEASE COMPLETE ONLY THE ITEM THAT APPLIES TO YOU:

Circumstances	Item to Complete
The RFP Bidder is a Foreign Entity	First Item
The RFP Bidder relies on the financial standing of a Foreign Entity as RFP Guarantor	Second Item
The RFP Bidder is submitting a Proposal under an Agency Agreement with a Foreign Entity as Principal	Third Item

First Item: Required Documents for Foreign RFP Bidders

A FOREIGN RFP BIDDER MUST PROVIDE THE ADDITIONAL DOCUMENTS LISTED BELOW TO THE ONLINE PART 2 FORM OR BY EMAIL TO PECOPROCUREMENT@NERA.COM FOR THE FOREIGN RFP BIDDER.

- (1) **one (1) executed original** legal opinion of outside counsel qualified to practice in the foreign jurisdiction in which the RFP Bidder is incorporated or otherwise formed that the Uniform SMA is, or upon the completion of execution formalities will become, the binding obligation of the RFP Bidder in the jurisdiction in which it has been incorporated or otherwise formed. Exhibit 4 to the Uniform SMA includes a sample of a sufficient legal opinion.
- (2) **one (1) executed original** sworn certificate of the corporate secretary (or similar officer) of such RFP Bidder that the person executing the Uniform SMA on behalf of the RFP Bidder has the authority to execute the Uniform SMA and that the governing board of such RFP Bidder has approved the execution of the Uniform SMA.
- (3) **one (1) executed original** sworn certificate of the corporate secretary (or similar officer) of such RFP Bidder that the RFP Bidder has been authorized by its governing board to enter into agreements of the same type as the Uniform SMA.

PECO will determine whether such documents are sufficient. **If the documents are not sufficient, the RFP Bidder may not be eligible to continue its participation in the RFP.**

Second Item: Required Documents for RFP Bidders with a Foreign Entity as RFP Guarantor

AN RFP BIDDER RELYING ON THE FINANCIAL STANDING OF A FOREIGN ENTITY AS RFP GUARANTOR MUST PROVIDE THE ADDITIONAL DOCUMENTS LISTED BELOW TO THE ONLINE PART 2 FORM OR BY

EMAIL TO PECOPROCUREMENT@NERA.COM FOR THE RFP GUARANTOR TO BE GRANTED UNSECURED CREDIT UNDER THE TERMS OF THE UNIFORM 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 Uniform 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 4 to the Uniform SMA includes a sample of a sufficient legal opinion.
- (2) **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 Uniform SMA on behalf of the RFP Guarantor has the authority to execute the guaranty pursuant to the Uniform SMA and that the governing board of such RFP Guarantor has approved the execution of the guaranty pursuant to the Uniform SMA;
- (3) **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 Uniform SMA.

If the RFP Bidder does not submit these documents, or if these documents are not sufficient, the Foreign Entity as RFP Guarantor is not granted unsecured credit under the terms of the Uniform SMA. In that case, the RFP Bidder may not rely on the financial standing of the RFP Guarantor. The Independent Evaluator may request additional financial or credit information regarding the RFP Bidder.

Third Item: Required Documents for RFP Bidders with a Foreign Entity as Principal

AN RFP BIDDER SUBMITTING A PROPOSAL UNDER AN AGENCY AGREEMENT WITH A FOREIGN ENTITY AS PRINCIPAL MUST PROVIDE THE ADDITIONAL DOCUMENTS LISTED BELOW TO THE ONLINE PART 2 FORM OR BY EMAIL TO PECOPROCUREMENT@NERA.COM.

- (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 Uniform 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 4 to the Uniform SMA includes a sample of a sufficient 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 Uniform SMA.

PECO will determine whether such documents are sufficient. If the documents are not sufficient, the RFP Bidder may not be eligible to continue its participation in the RFP.

SECTION B. PREVIOUSLY ELIGIBLE RFP BIDDERS (THAT HAVE SUCCESSFULLY COMPLETED THE PART 2 PROPOSAL IN A PRIOR SOLICITATION)

PLEASE COMPLETE ONLY THE ITEM THAT APPLIES TO YOU:

Circumstances	Item to Complete
The RFP Bidder is a Foreign Entity	First Item
The RFP Bidder relies on the financial standing of a Foreign Entity as RFP Guarantor	Second Item
The RFP Bidder is submitting a Proposal under an Agency Agreement with a Foreign Entity as Principal	Third Item

First Item: Required Documents for Foreign RFP Bidders

For each document required of Foreign RFP Bidders, a Foreign RFP Bidder that is previously eligible must either: (i) confirm that the document and submitted in a previous solicitation under DSP VI remains valid; or: (ii) provide the document by upload to the online Part 2 form or email to PECOProcurement@nera.com if it has changed.

PLEASE USE THE TABLE BELOW TO SELECT, FOR EACH DOCUMENT, WHETHER (I) THE DOCUMENT REMAINS VALID OR (II) THE DOCUMENT HAS CHANGED AND IS BEING RESUBMITTED. By clicking the box that a document remains valid, you are confirming that such document continues to meet the requirements of Section V.5 of the RFP Rules.

REQUIRED DOCUMENTS	Remains valid (not submitted)	Has changed (submitted this solicitation)
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 Uniform 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 4 to the Uniform SMA includes a sample of a sufficient legal opinion.	☐	☐

one (1) executed original sworn certificate of the corporate secretary (or similar officer) of such Foreign RFP Bidder that the person executing the Uniform SMA on behalf of the Foreign RFP Bidder has the authority to execute the Uniform SMA and that the governing board of such Foreign RFP Bidder has approved the execution of the Uniform SMA.

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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 Uniform SMA.

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PECO will determine whether such documents are sufficient. If the documents are not sufficient, the RFP Bidder may not be eligible to continue its participation in the RFP.

Second Item: Required Documents for RFP Bidders with a Foreign Entity as RFP Guarantor

For each document required of an RFP Bidder relying on the financial standing of a Foreign Entity as RFP Guarantor, an RFP Bidder that is previously eligible must either: (i) confirm that the document and submitted in a previous solicitation under DSP VI remains valid; or (ii) provide the document by upload to the online Part 2 form or email to PECOProcurement@nera.com if it has changed.

PLEASE USE THE TABLE BELOW TO SELECT, FOR EACH DOCUMENT, WHETHER (I) THE DOCUMENT REMAINS VALID OR (II) THE DOCUMENT HAS CHANGED AND IS BEING RESUBMITTED. By clicking the box that a document remains valid, you are confirming that such document continues to meet the requirements of Section V.5 of the RFP Rules.

REQUIRED DOCUMENTS

**Remains valid
(not submitted)**

**Has changed
(submitted this
solicitation)**

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 Uniform 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 4 to the Uniform SMA includes a sample of a sufficient legal opinion.

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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 Uniform SMA on behalf of the RFP Guarantor has the authority to execute the guaranty pursuant to the Uniform SMA and that the governing board of such RFP Guarantor has approved the execution of the guaranty pursuant to the Uniform SMA

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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 Uniform SMA.

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If these documents are not sufficient, the Foreign Entity as RFP Guarantor is not granted unsecured credit under the terms of the Uniform SMA. In that case, the RFP Bidder may not rely on the financial standing of the RFP Guarantor. The Independent Evaluator may request additional financial or credit information regarding the RFP Bidder.

Third Item: Required Documents for RFP Bidders with a Foreign Entity as Principal

For each document required of an RFP Bidder submitting a Proposal under an Agency Agreement with a Principal that is a foreign entity, an RFP Bidder that is previously eligible must either: (i) confirm that the document and submitted in a previous solicitation under DSP VI remains valid; or: (ii) provide the document by upload to the online Part 2 form or email to PECOProcurement@nera.com if it has changed.

PLEASE USE THE TABLE BELOW TO SELECT, FOR EACH DOCUMENT, WHETHER (I) THE DOCUMENT REMAINS VALID OR (II) THE DOCUMENT HAS CHANGED AND IS BEING RESUBMITTED. By clicking the box that a document remains valid, you are confirming that such document continues to meet the requirements of Section V.5 of the RFP Rules.

REQUIRED DOCUMENTS

**Remains valid
(not submitted)**

**Has changed
(submitted this
solicitation)**

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 Uniform 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 4 to the Uniform SMA includes a sample of a sufficient legal opinion.

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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 Uniform SMA.



PECO will determine whether such documents are sufficient. If the documents are not sufficient, the RFP Bidder may not be eligible to continue its participation in the RFP.

☒ **No**

The requirements of this section do not apply to you.

5. Bids

Reminder: Each RFP Bidder submits its Bids electronically, by transferring its Bid Form through a secure file transfer system. The Independent Evaluator provides electronically to each RFP Bidder qualified pursuant to a successful Part 1 Proposal the Bid Form as well as a set of instructions. These instructions guide the RFP Bidder for completion of the Bid Form, for optional encryption of the Bid Form, for submission of the completed Bid Form to the Independent Evaluator via secure file transfer interface, as well as instructions for backup methods for the submission of Bids in case of technical difficulties with the electronic transfer.

Important! The Independent Evaluator provides electronically to each RFP Bidder that qualifies pursuant to a successful Part 1 Proposal information required for the submission of Bids, including a username, password, and security code. This information is unique to each RFP Bidder and allows the Independent Evaluator to authenticate the Bids received. The RFP Bidder must acknowledge that the RFP Bidder has received intact the information necessary to submit Bids and that no one but authorized personnel of the RFP Bidder has had access to this information.

Please provide this confirmation below.

- ☐ I confirm receipt of the Bid Form, instructions, and information necessary to submit Bids. No one but authorized personnel of the RFP Bidder has had access to this information.
- ☐ I request that such information and documents be re-issued.

6. Justification of Omissions Section

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.

If you are providing additional documents, such as providing the P1 Certifications Insert if the individual who is serving as Officer of the RFP Bidder has changed, please use the spaces below to upload these documents.

	<i>File upload</i>
	<i>File upload</i>
	<i>File upload</i>