

**APPENDIX 7 – ILLUSTRATIVE PART 2 FORM
DEFAULT SERVICE PROGRAM
REQUEST FOR PROPOSALS
PART 2 DATE: Thursday, March 05, 2015**

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 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 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

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.

First Item: Name and Address of the RFP Bidder

Legal Name of RFP Bidder

[pre-populated]

Street Address

[pre-populated]

[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

[pre-populated]

[pre-populated]

City

[pre-populated]

State

[pre-populated]

Zip Code

[pre-populated]

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

[pre-populated]

[pre-populated]

City

[pre-populated]

State

[pre-populated]

Zip Code

[pre-populated]

Phone No.

[pre-populated]

Cell Phone No. (Optional)

[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 SIGNATURE MUST BE NOTARIZED OR ATTESTED WITH THE CORPORATE SEAL. The P2 Certifications Insert is also labelled INSERT #P2-1.

Name of RFP Bidder

P2 CERTIFICATIONS INSERT (#P2-1)

THE OFFICER OF THE RFP BIDDER MUST MAKE THE FOLLOWING CERTIFICATIONS. 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 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 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.
- (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 winning 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 third business day after the Commission has accepted such Bids.
- (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 winning 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 FULL REQUIREMENTS PRODUCTS ON A FIXED-PRICE BASIS PLUS \$125,000 PER TRANCHE BID ON FULL REQUIREMENTS PRODUCTS 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 bids on both full requirements products on a fixed-price basis and full requirements products 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 HARDCOPY EXECUTED PRE-BID LETTER OF CREDIT MUST BE SENT BY OVERNIGHT DELIVERY SERVICE to the Independent Evaluator at:
NERA - Independent Evaluator
PECO Default Service Program RFPs
1835 Market Street,
Suite 1205
Philadelphia, PA 19103

At the time this form is submitted, has the Pre-Bid Letter of Credit already been sent to the Independent Evaluator?

Yes

No

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

3a. Additional Requirements

You previously elected the RFP Bidder as the entity on whose financial standing the RFP Bidder is relying. **YOU HAVE NO ADDITIONAL REQUIREMENTS** unless the RFP Bidder is a Foreign Entity, in which case you will be required to provide additional information below.

3b. Additional Requirements

You previously elected the RFP Guarantor whose information is below 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.

Name of RFP Bidder

 **GUARANTY INTENT INSERT (#P2-2)**

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, SC, AND MC CLASSES; AND (II) \$300,000 TIMES THE NUMBER OF TRANCHES BID ON PRODUCTS FOR THE LC&I CLASS.

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

Second Item: Alternate Guaranty Form


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

yes

no



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 UPLOAD THE ENFORCEABILITY OPINION IN THE SPACE PROVIDED BELOW.

	Enforceability Opinion
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3c. Additional Requirements

You previously elected a Principal as the entity on whose financial standing the RFP Bidder is relying; the RFP Bidder is submitting a Proposal under an Agency Agreement. **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 by completing the P2 Agency Agreement Insert and uploading associated documents below. The P2 Agency Agreement Insert is also labelled INSERT #P2-3.

	Insert #P2-3
	Officer's Certificate

Name of RFP Bidder

P2 AGENCY AGREEMENT INSERT (#P2-3)

Please note! Only RFP Bidders submitting a Proposal under an Agency Agreement are required to complete this Insert. The requirements are provided 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. 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).

Second Item: Signatory to the Uniform SMA

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

yes no

If no, please provide the information of the representative of the Principal who will sign the Uniform SMA and any Transaction Confirmation.

Last Name

First Name

Title

Company

Street Address

City

State

Zip Code

Phone No.

Cell Phone No.

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 (RFP Guarantor or Principal)?

Yes

No

AN RFP BIDDER THAT IS A FOREIGN RFP BIDDER OR THAT IS RELYING ON THE FINANCIAL STANDING OF A FOREIGN ENTITY (RFP GUARANTOR OR 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 uploading associated documents below. The P2 Foreign Entity Insert is also labelled INSERT #P2-4.

	<i>Insert #P2-4</i>
	<i>Additional Evidence of Creditworthiness</i>
	<i>Additional Evidence of Creditworthiness</i>
	<i>Draft legal opinion</i>
	<i>Draft sworn certificate</i>
	<i>Draft sworn certificate</i>

Name of RFP Bidder

 **P2 FOREIGN RFP BIDDER INSERT (#P2-4)**

Are you a Foreign RFP Bidder?

yes

no

If no, please proceed to the next question.

If yes, please complete the first item below.

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

yes

no

If no, please proceed to the next question.

If yes, please complete the second item below.

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

yes

no

If yes, please complete the third item below.

First Item: Foreign RFP Bidder

A FOREIGN RFP BIDDER MUST UPLOAD THE ADDITIONAL DOCUMENTS LISTED BELOW TO THE ONLINE PART 2 FORM FOR THE FOREIGN RFP BIDDER TO BE GRANTED UNSECURED CREDIT UNDER THE TERMS OF THE UNIFORM SMA.

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 Uniform 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 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.
- (2) **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.
- (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 Uniform SMA.

Second Item: Foreign RFP Guarantor

AN RFP BIDDER RELYING ON THE FINANCIAL STANDING OF AN RFP GUARANTOR THAT IS A FOREIGN ENTITY MUST UPLOAD THE ADDITIONAL DOCUMENTS LISTED BELOW TO THE ONLINE PART 2 FORM FOR THE RFP GUARANTOR TO BE GRANTED UNSECURED CREDIT UNDER THE TERMS OF THE UNIFORM SMA.

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 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.

- (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.

Third Item: Foreign Principal

AN RFP BIDDER SUBMITTING A PROPOSAL UNDER AN AGENCY AGREEMENT WITH A PRINCIPAL THAT IS A FOREIGN ENTITY MUST UPLOAD THE ADDITIONAL DOCUMENTS LISTED BELOW TO THE ONLINE PART 2 FORM FOR THE RFP BIDDER AND ITS PRINCIPAL TO BE GRANTED UNSECURED CREDIT UNDER THE TERMS OF THE UNIFORM SMA.


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 Uniform 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 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.

5. 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.

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>