

\_\_\_\_\_  
Name of RFP Bidder

**PART 2 FORM  
DEFAULT SERVICE PROGRAM  
REQUEST FOR PROPOSALS  
PART 2 DATE: November 1, 2012**

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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).

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

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*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.*

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\_\_\_\_\_  
*Name of RFP Bidder*

## **INSTRUCTIONS FOR PROPOSAL**

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

### **Please complete all sections.**

#### **I. 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 [pecoprocedure@nera.com](mailto:pecoprocedure@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<sup>1</sup> on November 1, 2012 (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.pecoprocedure.com](http://www.pecoprocedure.com)

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

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<sup>1</sup> Unless noted otherwise, all times refer to the Eastern Prevailing Time (EPT) zone.

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*Name of RFP Bidder*

## **II. Part 2 Proposal Submission**

### Notifications

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

### Confirmation

If your Part 2 Proposal is received by mail or email, a confirmation consisting of the first page of your Part 2 Form stamped with the time and the date that it was received will be sent to you. This confirmation of receipt will be sent after an initial review, either with a confirmation that your proposal is complete, or with a deficiency notice (see below). If your Part 2 Proposal is hand-delivered, a confirmation consisting of a photocopy of the first page of your Part 2 Form stamped with the time and the date that it was received will be provided to the deliverer.

### Timing of Part 2 Proposal Review

The Part 2 Window opens at 8 AM on October 29, 2012 and closes at 12 PM (noon) on November 1, 2012. The last day of the Part 2 Window, November 1, 2012, is called the Part 2 Date. Part 2 Proposals received during the Part 2 Window are processed on the day they are received. RFP Bidders also have the option to submit the Part 2 Form during the Part 1 Window for early processing. If the Part 2 Form is received during the Part 1 Window, the Evaluation team will review the Part 2 Form as soon as practicable. If a Part 2 Form is received before the Part 1 Window opens, the evaluation team will review the Part 2 Form as soon as practicable after the Part 1 Window opens. Proposals received after the Part 2 Date are late proposals and are not processed.

### 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.

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*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 a Bid on the Bid Date for the RFP no later than 6 PM on November 5, 2012 (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. Please note that if the RFP bidder has previously qualified and submitted these additional documents, fully executed, and deemed sufficient in a previous solicitation, re-submission may not be required provided that the documents remain certifiably up-to-date and valid.

\_\_\_\_\_  
*Name of RFP Bidder*

**PART 2 FORM**

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**1. Contact Information and Representations**

**COMPLETE ALL INFORMATION IN THIS SECTION 1 OF THIS PART 2 FORM.**

Name and Address of the RFP Bidder

Is the contact information in provided in your Part 1 Form still valid?

yes  no

**If yes**, please proceed to the Representations on page 8 of this form.

**If no**, please make any corrections in the space provided below.

*Legal Name of RFP Bidder*

\_\_\_\_\_

*Street Address*

\_\_\_\_\_

\_\_\_\_\_

*City*

*State*

*Zip Code*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**THE OFFICER OF THE RFP BIDDER NAMED IN THE PART 1 PROPOSAL WILL 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 BY THE PART 2 DATE ITS PART 1 FORM IN ITS ENTIRETY NAMING THE NEW INDIVIDUAL AS OFFICER OF THE RFP BIDDER, AND THE NEW OFFICER OF THE RFP BIDDER MUST MAKE ALL REPRESENTATIONS AND CERTIFICATIONS REQUIRED IN THIS RFP FOR THIS SOLICITATION.**

*Last Name of Officer of the RFP Bidder*

*Given Name(s)*

*Mr/Mrs/Ms/Dr/(other)*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*Title of Officer of the RFP Bidder*

\_\_\_\_\_

*Street Address*

\_\_\_\_\_

\_\_\_\_\_

*City*

*State*

*Zip Code*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*Telephone No.*

*Fax No.*

*Email Address*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Appendix 7 to the RFP Rules**

\_\_\_\_\_  
*Name of RFP Bidder*

In the Part 1 Proposal, the Officer of the RFP Bidder was given the option to name a Designee of the RFP Bidder. Please use the space below to update contact information for the Designee of the RFP Bidder if necessary.

<i>Last Name of the Designee</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>		
<input type="text"/>		
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

The Independent Evaluator, for the purposes of this RFP, will always send all communications to the Representative and will also send communications by email or secure file transfer to other authorized individuals designated in Attachment 1 to the Part 1 Form. Please use the fields below to make any correction to the contact information for the Representative.

<i>Last Name of Representative</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>		
<input type="text"/>		
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No. of Representative</i>	<i>Alternate Telephone No.</i>	<i>Email Address of Representative</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Fax No. of Representative</i>		
<input type="text"/>		

\_\_\_\_\_  
*Name of RFP Bidder*

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.
- (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 this Proposal.
- (4) I certify that, with only the exceptions noted in (4) 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.
- (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 Default Service SMA at the price specified in the Bid.

**Appendix 7 to the RFP Rules**

\_\_\_\_\_  
*Name of RFP Bidder*

- (6) 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.
- (7) 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.

\_\_\_\_\_  
Signature of Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature and Seal from Notary Public

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name of RFP Bidder

## 2. Pre-Bid Letter of Credit

**PROVIDE ALL INFORMATION REQUESTED IN THIS SECTION 2 OF THIS PART 2 FORM.**

### First Item: Use of Standard Pre-Bid Letter of Credit

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.

The RFP bidder is submitting an executed Pre-Bid Letter of Credit (check one):

- using the Standard Pre-Bid Letter of Credit; or
- incorporating only approved modifications.

Are you submitting this Part 2 Proposal 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, “Amount of the Pre-Bid Letter of Credit”.

### Acknowledgement of Documents Required

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

\_\_\_\_\_  
Signature of Officer of the RFP Bidder

\_\_\_\_\_  
Date

### Second Item: Amount of the Pre-Bid Letter of Credit

**INSTRUCTION: THE RFP BIDDER MUST PROVIDE AN EXECUTED PRE-BID LETTER OF CREDIT, DRAWN FOR THE ACCOUNT OF THE RFP BIDDER, IN AN AMOUNT OF \$250,000 PER TRANCHE BID FOR THE RESIDENTIAL, SMALL COMMERCIAL AND MEDIUM COMMERCIAL FIXED-PRICE PRODUCTS. A SINGLE PRE-BID LETTER OF CREDIT IS SUBMITTED EVEN IF THE RFP BIDDER BIDS ON SEVERAL PRODUCTS.**

**Appendix 7 to the RFP Rules**

\_\_\_\_\_  
*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.

\_\_\_\_\_  
Name of RFP Bidder

### 3. Default Service SMA Documents

Are you a Default Supplier with PECO such that you have a current and fully executed Default Service Program Supply Master Agreement with PECO for Bids approved by the Commission in a previous solicitation?

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 Program Supply Master Agreement.

**PROVIDE ALL INFORMATION AS INSTRUCTED IN THIS SECTION 3 OF THIS PART 2 FORM.**

#### 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.

**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 Proposal 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, I 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).

\_\_\_\_\_  
Signature of Officer of the RFP Bidder

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name of RFP Bidder

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.

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

Does the RFP Guarantor already have an existing guaranty *from a previous solicitation under this RFP* for the maximum amount of the Unsecured Credit Limit?

yes  no

**If yes**, please proceed to Section 4.

**If no**, please continue to the following section:

Guaranty

An RFP Bidder relying on the financial standing of an RFP Guarantor must provide two (2) signed originals of the guaranty with the Part 2 Proposal.

**FOR RFP BIDDERS THAT ARE NOT CURRENTLY SUPPLIERS AND THAT ARE USING THE FORM OF GUARANTY, THE GUARANTY AMOUNT MUST MEET OR EXCEED \$600,000 PER TRANCHE BID ON THE FIXED-PRICE PRODUCTS. FOR RFP BIDDERS THAT ARE CURRENTLY SUPPLIERS AND THAT ARE USING THE FORM OF GUARANTY, THE GUARANTY AMOUNT MUST MEET OR EXCEED THE LESSER OF (I) THE UNSECURED CREDIT LIMIT; (II) THE SUM OF THE GUARANTY AMOUNT OF ANY CURRENT GUARANTY HELD BY PECO UNDER THE DEFAULT SERVICE SMA AND \$600,000 PER TRANCHE BID ON THE FIXED-PRICE PRODUCTS.**

Are you submitting this Part 2 Proposal 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, "Enforceability Opinion for an Alternate Guaranty".

Acknowledgement of Documents Required

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

\_\_\_\_\_  
Signature of Officer relying on the Financial  
Standing of an RFP Guarantor

\_\_\_\_\_  
Date

\_\_\_\_\_  
*Name of RFP Bidder*

Enforceability Opinion for an Alternate Guaranty

Are you using an Alternate Guaranty Form?

yes  no

**If no**, please proceed to Section 4 of this form.

**If yes**, please continue filling out this section.

Have you obtained approval from PECO to use an alternate guaranty form in a previous solicitation and submitted a successful Part 2 Proposal in that previous solicitation?

yes  no

**If yes**, please proceed to Section 4 of this form.

**If no**, please continue completing this section.

RFP Bidders using an alternate guaranty form approved by PECO are required to 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.**

Are you submitting this Part 2 Proposal 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 4.

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, I will be required to submit an executed enforceability opinion.

\_\_\_\_\_  
Signature of Officer of the RFP Bidder

\_\_\_\_\_  
Date

\_\_\_\_\_  
*Name of RFP Bidder*

#### 4. 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 complete the requirements of this Section.

##### Officer’s Certificate

**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). A previously eligible RFP Bidder will have presented an Officers’ Certificate acceptable to PECO at the time of the previously successful Part 2 Proposal; such Officers’ Certificate in the same form 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.

##### Signatory to the Default Service SMA

Is a representative of the RFP Bidder authorized to execute Transaction Confirmations pursuant to the Default Service SMA?

yes  no

**If yes**, please proceed to Section 5.

**If no**, the RFP Bidder must name a representative of a Principal that is so authorized. This individual must also execute the two (2) originals of the Default Service SMA signature page and the two (2) originals of the PJM Declaration of Authority that are submitted with the Part 2 Proposal.

Is the RFP Bidder in the following situation: (1) the RFP Bidder is previously eligible; (2) the RFP Bidder provided information for a representative of a Principal in that previous solicitation and that Principal remains authorized to sign the Default Service SMA and any Transaction Confirmation; and (3) the RFP Bidder can confirm that the information for the representative of a Principal provided in the Notification of Qualification accurate and up-to-date?

yes  no

**If yes**, please proceed to Section 5.

**Otherwise**, please provide the information requested below.

**Appendix 7 to the RFP Rules**

\_\_\_\_\_  
*Name of RFP Bidder*

Please provide the name and contact information of this representative below.

*Last Name of Representative*

*Given Name(s)*

*Mr/Mrs/Ms/Dr/(other)*

*Telephone No. of Representative*

*Alternate Telephone No.*

*Email Address of Representative*

*Fax No. of Representative*

\_\_\_\_\_  
*Name of RFP Bidder*

## 5. 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.

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

### Foreign RFP Bidder

**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.**

Have you submitted all additional documents listed below, fully executed, and deemed sufficient in the Part 2 Proposal of a previous solicitation?

yes  no

**If yes**, please confirm by checking here  that these documents remain up-to-date and valid and proceed to the next item in this Section 5 of this Part 2 Form.

**If no**, or if any additional document previously submitted is not up-to-date and valid, please complete this section and provide the documents listed below.

- **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.
- **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.
- **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.

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.

**Appendix 7 to the RFP Rules**

\_\_\_\_\_  
*Name of RFP Bidder*

Are you submitting this Part 2 Proposal 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 Section 5, “Foreign RFP Guarantor”.

**Acknowledgement of Documents Required**

I acknowledge that with the Part 2 Proposal, I will be required to submit additional documents listed 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

\_\_\_\_\_  
*Name of RFP Bidder*

Foreign RFP Guarantor

**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.**

Have you submitted all additional documents listed below, fully executed, and deemed sufficient in the Part 2 Proposal of a previous solicitation?

yes  no

**If yes**, please confirm by checking here  that these documents remain up-to-date and valid and proceed to the next item in this Section 5 of this Part 2 Form.

**If no**, or if any of the additional documents is not up-to-date and valid, please complete this section and provide the documents listed below.

- **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.
- **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;
- **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.

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 Proposal during the Part 1 Window for early processing?

yes  no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement on the next page.

**If no**, please proceed to the next item in Section 5, “Agency Agreement with a Foreign Principal”.

\_\_\_\_\_  
*Name of RFP Bidder*

Acknowledgement of Documents Required

I acknowledge that with the Part 2 Proposal, I will be required to submit additional documents listed 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

\_\_\_\_\_  
*Name of RFP Bidder*

Agency Agreement with a Foreign Principal

**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.**

Have you submitted all additional documents listed below, fully executed, and deemed sufficient in the Part 2 Proposal of a previous solicitation?

yes  no

**If yes**, please confirm by checking here  that these documents remain up-to-date and valid and proceed to Section 6 of this Part 2 Form.

**If no**, or if any of the additional documents is not up-to-date and valid, please complete this section and provide the documents listed below.

- **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.
- **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.

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.

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

yes  no

**If yes**, the Officer of the RFP Bidder must make the acknowledgement on the next page.

**If no**, please proceed to Section 6.

**Appendix 7 to the RFP Rules**

\_\_\_\_\_  
*Name of RFP Bidder*

**Acknowledgement of Documents Required**

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

\_\_\_\_\_  
Signature of Officer of the RFP Bidder

\_\_\_\_\_  
Date

\_\_\_\_\_  
*Name of RFP Bidder*

**6. 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.

\_\_\_\_\_  
*Name of RFP Bidder*

### ***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 1]*
- One (1) copy** (on CD via mail or by email to [pecoprocurement@nera.com](mailto:pecoprocurement@nera.com)) of the completed Part 1 Form in **Microsoft Word** *[Instructions Part 1]*
- 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 Residential, Small Commercial and Medium Commercial Fixed-Price products that either uses the Standard Pre-Bid Letter of Credit provided in Appendix 11 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, including exhibits if the RFP Bidder is not a current 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. *[Section 3]*
- One (1) executed original** Enforceability Opinion Letter if the RFP Bidder is submitting an alternate guaranty approved by PECO pursuant to the Guaranty Process and if the RFP Bidder did not submit the Enforceability Opinion Letter pursuant to a successful Part 2 Proposal in a previous solicitation. *[Section 3]*
- One (1) executed** Officers' Certificate if the RFP Bidder is submitting a Proposal under an Agency Agreement. *[Section 4]*

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, unless these documents were deemed sufficient when provided in a previous solicitation and are up-to-date:

- 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]*

\_\_\_\_\_  
*Name of RFP Bidder*

A Foreign RFP Bidder, as a condition of being granted unsecured credit, must also provide the following documents, unless these documents were deemed sufficient when provided in a previous solicitation and are up-to-date:

- 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, unless these documents were deemed sufficient when provided in a previous solicitation and are up-to-date:

- 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]*

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***End of Part 2 Form***

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