

Appendix 8 - Officers' Certificate (RFP Bidders Under an Agency Agreement)

Sample

The undersigned hereby certify that they are duly elected, qualified and acting officers holding the offices set forth below their respective names of _____ [name of Principal(s)], the "Principal" or together the "Principals". As such, they are familiar with the affairs of the Principal(s) and the Proposal submitted in response to PECO Energy Company's RFP for Default Service, including the agency authorization submitted with the Proposal (the "Agency Agreement"). They are authorized to execute and deliver this certificate on behalf of the Principal(s).

They further certify that:

- (i) the copy of the Agency Agreement submitted with the Proposal is a true and complete copy of the Agency Agreement as currently in effect;
- (ii) the Agency Agreement will remain valid and remain in full force and effect until five (5) business days after the Bid Date;
- (iii) there are no proceedings pending for the amendment or termination of the Agency Agreement, or contemplated by the RFP Bidder, or contemplated by the Principal(s) to the RFP Bidder's knowledge;
- (iv) each individual who has executed this officers' certificate, the Agency Agreement, and the Default Service SMA submitted with the Part 2 Proposal is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal(s); and
- (v) _____ [insert name], the Officer of the RFP Bidder named in the Part 1 Proposal, is authorized to execute any Transaction Confirmations pursuant to the Default Service SMA on behalf of the Principal(s).

Capitalized terms used in this officers' certificate without definition have the meanings assigned to such terms in the RFP Rules.