

Name of Bidder:

PART 1 FORM

**METROPOLITAN EDISON COMPANY, PENNSYLVANIA ELECTRIC COMPANY AND
PENNSYLVANIA POWER COMPANY
SOLAR PHOTOVOLTAIC ALTERNATIVE ENERGY CREDITS
REQUEST FOR PROPOSALS (RFP)**

PART 1 DATE: October 11, 2017

This Part 1 Form is the form to submit the Part 1 Proposal for the Metropolitan Edison Company, Pennsylvania Electric Company and Pennsylvania Power Company Solar Photovoltaic Alternative Energy Credits Request for Proposals (“RFP”).

Before completing this Part 1 Form, please review the Metropolitan Edison Company, Pennsylvania Electric Company and Pennsylvania Power Company (referred to as “the Companies”) Solar Photovoltaic Alternative Energy Credits RFP Rules (“RFP Rules”) and the Solar Photovoltaic Alternative Energy Credit Purchase and Sale Agreement (“SPAECPSA”), so that you understand the conditions under which the RFP will be conducted. These documents are posted at <http://www.firstenergycorp.com/pa2017spaecrpf>.

The submission of a Part 1 Proposal to the Companies constitutes your acknowledgement and acceptance of all the terms and conditions of the RFP, regardless of the outcome of the RFP or the ultimate fate of such Proposal.

Any information that you provide in this Part 1 Proposal is provided on a confidential basis to the Independent Evaluator, and is subject to the Confidentiality Provisions contained in Section VIII.3 of the RFP Rules. One or more credit representatives from the Companies and a legal representative on behalf of the Companies will participate in the evaluation of the Part 1 Proposal of each Bidder. Information regarding the content or status of any Part 1 Proposal will not be released publicly or to any individual Bidder during the evaluation process.

Name of Bidder:

INSTRUCTIONS FOR PROPOSAL

Bidders submit the Part 1 Form and all documents required therein to respond to the qualification standards for the RFP. A Bidder that is qualified after complying with all qualification standards of the Part 1 Proposal may submit a Part 2 Proposal for the RFP.

This Part 1 Form must be used to submit a Part 1 Proposal in the RFP.

Please complete all sections.

I. Part 1 Proposal Submission

Proposals must be submitted in the complete legal name of the party that will execute the SPAECPSA should the party be a winning Bidder and should the PaPUC approve the RFP results.

Bidders must:

- Submit **three (3) original** completed Part 1 Forms (with original signatures);
- Submit **one (1) copy** (hard copy or electronic copy on a CD or electronic copy by email) of documents required to support the Part 1 Form as set forth in Article IV of the RFP Rules; and,
- Insert the name of the Bidder **on each page** of the Part 1 Form.

The completed Part 1 Proposal MUST be received by the Independent Evaluator no later than 12:00 p.m.¹ on the Part 1 Date at:

The Brattle Group
SPAEC RFP Independent Evaluator
1800 M Street, NW
Suite 700 North
Washington, DC 20036

Inquiries may be directed to the Independent Evaluator by:

- Telephone 202.419.3330
- Fax 202.955.5059
- Through the “Contact Us” page on the website at
<http://www.firstenergycorp.com/pa2017spaecrfp>

Oral, telephonic, electronic, or faxed Part 1 Proposals will not receive consideration under any circumstances.²

¹ Unless noted otherwise, all times refer to Eastern Prevailing Time (EPT).

² With the exception of Part 1 Supporting Documents submitted electronically in accordance with the instructions contained herein.

Name of Bidder:

II. Part 1 Proposal Review

Timing of Part 1 Proposal Review

The Part 1 Proposal is due by noon (12:00 PM) on the Part 1 Date, October 11, 2017. If a Part 1 Proposal is received by noon on the Part 1 Date, the Evaluation Team will review the Part 1 Proposal upon receipt. Proposals received after the Part 1 Date are late Proposals and are not processed.

Incomplete Part 1 Proposals

If the Independent Evaluator determines that any aspect of your Part 1 Proposal is incomplete or requires clarification, the Independent Evaluator will issue a deficiency notice to you by fax or email on the business day of receipt (if the Part 1 Proposal is received before noon), or by noon on the following business day (if the Part 1 Proposal is received after noon). A Bidder will have until the close of the Part 1 Date, or until 6:00 PM the business day following the business day during which the notice was sent to the Bidder, whichever comes later, to respond to the deficiency notice. If the response is not sufficient to cure the deficiency, the Independent Evaluator may request additional information and provide another opportunity for the Bidder to provide the required clarification or additional information to cure the deficiency. If a deficiency notice is issued and the Bidder does not respond by the deadline established by the Independent Evaluator or does not address the deficiency in a manner that is deemed satisfactory in the Independent Evaluator's sole discretion, the Bidder's Proposal will be rejected.

Draft Credit Documents

Unless the Bidder is posting cash for its Pre-Bid Security or using the standard form for the Pre-Bid Letter of Credit (or a form with modifications accepted by the Companies and posted on the website, <http://www.firstenergycorp.com/pa2017spaecrfp>, prior to the Part 1 Date), the Bidder will submit a draft Pre-Bid Letter of Credit. The Evaluation Team reviews draft Pre-Bid Letters of Credit. The Independent Evaluator notifies the Bidder within two business days whether modifications incorporated in the draft Pre-Bid Letter of Credit are acceptable.

Late Part 1 Proposals

No late Part 1 Proposals will be accepted under any circumstances. A Bidder must assume full responsibility for timely delivery in the manner and to the location specified in this Part 1 Form.

Notification of Qualification

A Bidder who submits a Part 1 Proposal and who is qualified pursuant to its Part 1 Proposal may submit a Part 2 Proposal. Each Bidder that submits a Part 1 Proposal will be notified whether it has qualified to submit a Part 2 Proposal for the RFP no later than five (5) business days after the Part 1 Date.

Name of Bidder:

PART 1 FORM

1. Contact Information

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

Please note that fields will expand to accommodate text.

Name and Address of the Bidder

Name of Bidder

Legal Name of Bidder (If Different from Above)

Street Address

City

State

Zip Code

If the legal or trade name provided above for the Bidder is not expected to change from now until the Commission renders a decision on the results of the RFP, please check here and please proceed to the next section. Otherwise, please provide the following information:

New Name of Applicant

Expected Date of Name Change

Please be advised that if you qualify to become a Bidder, you will be required to advise the Independent Evaluator when the change to its name, as disclosed above, has been effected, and to provide evidence of the change. The Bidder is also required to advise the Independent Evaluator if the change to the Bidder's name, as disclosed above, does not occur on the expected date.

Name of Bidder:

Officer of the Bidder

The contact information in this section is the contact information for an individual who is an officer, director or an individual otherwise empowered to undertake contracts and bind the Bidder. The Officer of the Bidder named below must make all representations required in the Part 1 Proposal.

Last Name

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title

Company

Street Address

City

State

Zip Code

Telephone No.

Fax No.

Email Address

Name of Bidder:

Representative of the Bidder

The Officer of the Bidder must name a Representative of the Bidder. The Officer of the Bidder may name himself or herself as the Representative. The Representative is the point of contact if the Independent Evaluator has questions on the documentation provided by the Bidder in response to this RFP or requires additional information. The Independent Evaluator sends all correspondence related to the procurement event to the Representative, including confidential information required to submit bids on the Bid Date. The Independent Evaluator, for the purposes of this RFP, will communicate exclusively with the Representative or the Officer. Below, the Representative is nominated by the Officer of the Bidder.

(the Officer of the Bidder named above) hereby designates _____ whose contact information is immediately below, to <u>serve as</u> the Representative of the Bidder.	
_____ Signature of Officer	_____ Date
_____ Printed Name	

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title

Company

Street Address

<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

<i>Telephone No.</i>	<i>Alternate Telephone No. (If Available)</i>	
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Name of Bidder:

COMMUNICATIONS WITH THE REPRESENTATIVE ARE TYPICALLY DONE VIA FAX OR EMAIL OR BY COURIER. PLEASE PROVIDE BELOW A FAX NUMBER AND EMAIL ADDRESS AT WHICH THE REPRESENTATIVE WILL BE ABLE TO RECEIVE FAXES OR EMAILS FROM THE INDEPENDENT EVALUATOR IN A SECURE AND TIMELY MANNER.

Fax No.

Email Address

ANY NOTIFICATION OR OTHER COMMUNICATION GIVEN BY THE INDEPENDENT EVALUATOR TO THE BIDDER WILL BE DELIVERED BY COURIER TO THE ADDRESS PROVIDED ABOVE FOR THE REPRESENTATIVE, OR SENT BY FAX OR EMAIL TO THE REPRESENTATIVE. ANY SUCH NOTIFICATION OR COMMUNICATION WILL BE DEEMED RECEIVED BY THE BIDDER AT THE TIME OF DELIVERY OR TRANSMISSION, PROVIDED THAT WHERE DELIVERY OR TRANSMISSION OCCURS AFTER 6 P.M. ON A BUSINESS DAY OR OCCURS ON A DAY THAT IS NOT A BUSINESS DAY, RECEIPT WILL BE DEEMED TO OCCUR AT 9 A.M. ON THE FOLLOWING BUSINESS DAY.

Name of Bidder:

2. Creditworthiness Information

PROVIDE ALL INFORMATION REQUESTED IN THIS SECTION 2 OF THIS PART 1 FORM.

Please note that fields will expand to accommodate text.

Name of Entity on Whose Financial Standing the Bidder Relies

The party, called the “Entity” below, upon whose financial standing the Bidder is relying is (check one and fill in the blank with the name of the “Entity”):

Option (a)

the Bidder is the Entity and is seeking an unsecured line of credit

Option (b)

the Guarantor is the Entity

Option (c)

the Bidder is the Entity. The Bidder elects not to apply for an unsecured line of credit and stands ready to post cash or a Letter of Credit for the entire amount of the security due under the SPAECPSA

Name of Bidder:

Credit Representative

The contact information in this section is for a credit representative from the Entity named above who will be able to answer questions on the documentation provided.

Last Name

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title

Company

Street Address

City

State

Zip Code

Telephone No.

Fax No.

Email Address

Name of Bidder:

Financial Information

THE FINANCIAL INFORMATION REQUESTED IN THIS SECTION MAY BE PROVIDED IN HARD COPY, ELECTRONICALLY IN THE FORM OF A CD, OR ELECTRONICALLY IN THE FORM OF AN EMAIL SENT TO pa-spaec-rfp-2017@brattle.com.

If the Bidder has selected **Option (a) or Option (b)** above, please provide the following financial information for the Entity named on page 9:

- (1) Most recent SEC Form 10-K; if unavailable, please provide the most recent audited annual financial information (including a balance sheet, income statement, and cash flow statement, and any accompanying notes and schedules).
- (2) Most recent SEC Form 10-Q; if unavailable, please provide the most recent quarterly or monthly financial information accompanied by an attestation by the Entity's Chief Financial Officer, in the form of Appendix 5, that the information submitted fairly presents in all material respects the financial condition and results of the operations of the Entity.
- (3) Any SEC Form 8-K filings made by the Entity, as well as any other public financial disclosures made by the Entity since the release of the Entity's most recent financial statements, for any matters that are material to the Entity's financial condition.

Credit Ratings

If the Bidder has selected **Option (a) or Option (b)** above, please submit credit ratings for the Entity from at least two of the following agencies: Standard & Poor's Rating Services ("S&P"), Moody's Investors Service, Inc. ("Moody's"), or Fitch, Inc. ("Fitch"), along with the specified documentation.

WHEN PROVIDING DOCUMENTATION FROM THE RATING AGENCIES, ONE COPY IS SUFFICIENT.

1. Is the Entity rated by S&P?

yes no

If yes, please provide:

- The Entity's senior unsecured debt rating
- A print out from S&P's website or other documentation from the agency providing the name of the rating agency, **the type of rating**, and the rating of the Entity.

2. Is the Entity rated by Moody's?

yes no

If yes, please provide:

- The Entity's senior unsecured debt rating
- A print out of Moody's website or other documentation from the agency providing the name of the rating agency, **the type of rating**, and the rating of the Entity.

Name of Bidder:

3. Is the Entity rated by Fitch?

- yes no

If yes, please provide:

- The Entity's senior unsecured debt rating
- A print out of Fitch's website or other documentation from the agency providing the name of the rating agency, **the type of rating**, and the rating of the Entity.

Statement of Matters Related to Financial Status of the Entity

All Bidders must submit the following information for the Entity named in Section II.2:

A statement, as applicable, of rulings, judgments, litigation, contingent liabilities, revocations of authority, investigations or any other matters relating to the financial status of the Entity that have had a material impact on the Entity's financial status. If the Bidder has selected Option (a) or Option (b) above, this statement need only apply to matters impacting the Entity's financial status since the release of the Entity's most recent financial data or most recent public financial disclosure.

Draft Pre-Bid Letter of Credit

For all Bidders, the Part 2 Proposal requires Pre-Bid Security in the form of cash or an executed Pre-Bid Letter of Credit established for the account of the Bidder and acceptable to the Companies. The standard form for the Pre-Bid Letter of Credit provided as Appendix 3 to the RFP Rules document is acceptable to the Companies. **A Bidder that will not use exactly the standard form of the Pre-Bid Letter of Credit (or a form with modifications accepted by the Companies and posted on the website prior to the Part 1 Date) or post cash with its Part 2 Proposal must submit with its Part 1 Proposal any and all proposed modifications to the standard Pre-Bid letter of Credit for evaluation.**

Each Bidder must check **one** of the following options:

- The Bidder will submit Pre-Bid Security in the form of cash.
- The Bidder will use the **standard form** of the Pre-Bid Letter of Credit for the RFP provided as Appendix 3 to the RFP Rules document, or a version with approved modifications as posted on the website prior to the Part 1 Date.
- The Bidder is submitting electronically in MS-Word format, either saved to a CD or sent via email to the Independent Evaluator at pa-spaec-rfp-2017@brattle.com, a draft Pre-Bid Letter of Credit for the RFP **indicating clearly each and every modification** from the standard form.

The Independent Evaluator and the Companies will assess, in their sole and exclusive discretion, whether any modifications to the standard form, other than those posted on the RFP website are acceptable.

Name of Bidder:

3. Additional Requirements

THESE CERTIFICATIONS MUST BE SIGNED BY THE OFFICER OF THE BIDDER.

Representations of the Officer of the Bidder

I certify that:

- (1) the Bidder is a corporation, partnership, limited liability company or other legal entity, duly organized, validly existing and in good standing under the laws of the Commonwealth of Pennsylvania or, if another jurisdiction, that the Bidder is duly registered and authorized to do business and is in good standing in such other jurisdiction.
- (2) all information provided in the Part 1 Proposal is true and accurate to the best of my knowledge and belief. I certify that I am authorized to submit the Part 1 Proposal on behalf of the Bidder and am authorized to bind the Bidder.
- (3) I have read the SPAECPSA for the products in the RFP and I certify that the Bidder accepts all of the terms of such SPAECPSA without modifications.
- (4) I have read the RFP Rules and I certify that the Bidder accepts all of the terms of the RFP Rules and agrees to comply without modifications.
- (5) the Bidder's Part 1 Proposal will remain in full force and effect until: (i) the PaPUC has accepted the results of the RFP and the Bidder did not win any Tranches; or (ii) the PaPUC has accepted the results of the RFP, the Bidder won Tranches, the Bidder has executed the SPAECPSA, and the Bidder has satisfied the creditworthiness standards of the SPAECPSA; or (iii) the PaPUC has rejected the results of the RFP; but (iv) in no event less than five (5) business days after the close of bidding for the RFP.
- (6) if the Bidder qualifies to participate in an RFP, the Bidder will not substitute another entity in its place, transfer its rights to another entity, or otherwise assign its status as Qualified Bidder to another entity.
- (7) if for any reason or due to any circumstance, any information provided in the Part 1 Proposal changes or any certification fails to remain valid, the Bidder will notify the Independent Evaluator of such changes at least three (3) business days before the Part 2 Date and will provide the updated information at least one (1) business day before the Part 2 Date.

Signature of Officer

Date

Name of Bidder:

Certification of non-Association

The Officer of the Bidder must sign the following certification, or provide the requested information.

I certify that the Bidder is not acting and will not act through a partnership, joint venture, limited liability partnership, or other association, organization, or any other group with respect to its Proposal.

Signature of Officer

Date

OR

If the Officer is unable to make the above certification, the Officer of the Bidder must disclose the members of the partnership, joint venture, or other joint action with respect to its Proposal, as well as the nature of the association, agreement or joint action. A Bidder acting in concert with another Bidder may be disqualified by the Independent Evaluator on behalf of the Companies in its sole and exclusive discretion.

Certification Regarding Ability to Perform

I certify that:

- (1) there are no actions at law, suits in equity, proceedings or claims pending or, to such Bidder's knowledge, threatened against the Bidder before any federal, state, foreign or local court, tribunal or government agency or authority that might materially delay, prevent or hinder the Bidder's performance of its obligations under the terms of the SPAECPSA;
- (2) the Bidder has not had any permit or authority to do business in any jurisdiction revoked or suspended; and
- (3) the Bidder and its corporate officers have never been barred from public bidding or sanctioned for unauthorized disclosure of confidential information.

Signature of Officer

Date

Name of Bidder:

4. Entities not Incorporated Under the Laws of the United States

A Bidder that is not incorporated or otherwise formed under the laws of the United States must provide the following additional information in its Part 1 Proposal:

- 1) A legal opinion of counsel qualified to practice in the foreign jurisdiction in which the Bidder is incorporated or otherwise formed that the SPAECPSA will become, upon the completion of execution formalities, the binding obligation of the Bidder in the jurisdiction in which it has been incorporated or otherwise formed;
- 2) The sworn certificate of the corporate secretary (or similar officer) of the Bidder that the person who will be executing the SPAECPSA on behalf of the Bidder has the authority to execute the SPAECPSA and that the governing board of the Bidder has approved the execution of the SPAECPSA;
- 3) The sworn certificate of the corporate secretary (or similar officer) of the Bidder that the Bidder has been authorized by its governing board to enter into agreements of the same type as the SPAECPSA.

A Bidder whose Guarantor is not incorporated or otherwise formed under the laws of the United States must provide the following additional information in its Part 1 Proposal:

- 1) A legal opinion of counsel qualified to practice in the foreign jurisdiction in the which the Guarantor is incorporated or otherwise formed that the standard Guaranty of the SPAECPSA will become, upon the completion of execution formalities, the binding obligation of the Guarantor in the jurisdiction in which it has been incorporated or otherwise formed;
- 2) The sworn certificate of the corporate secretary (or similar officer) of the Guarantor that the person executing the Guaranty on behalf of the Guarantor has the authority to execute the Guaranty and that the governing board of the Guarantor has approved the execution of the Guaranty;
- 3) The sworn certificate of the corporate secretary (or similar officer) of the Guarantor that the Guarantor has been authorized by its governing board to enter into agreements of the same type as the standard Guaranty of the SPAECPSA.

Name of Bidder:

5. Justification of Omissions

If you are unable to provide all documents or information required in the Part 1 Proposal, please justify fully any omissions in the space provided below.

A large, empty rectangular box with a thin black border, intended for the bidder to provide a justification for any omissions in their proposal. The box is currently blank.

Name of Bidder:

Checklist

This is a checklist of documents to be enclosed in the Part 1 Proposal.

3 originals of the completed Part 1 Form (with original signatures). *[Instructions Part I]*

One electronic copy: If the Bidder will not post cash for its Pre-Bid Security and will not use exactly the standard form of the Pre-Bid Letter of Credit with the Part 2 Proposal (or a form with modifications accepted by the Companies and posted on the website prior to the Part 1 Date), a draft Pre-Bid Letter of Credit for the RFP in MS-Word format, either saved to a CD or sent via email to the Independent Evaluator **indicating clearly** each and every modification from the standard form. *[Section 2]*

3 originals of the Representations of the Officer of the Bidder, Certification of non-Association, and Certification Regarding Ability to Perform (with original signatures). *[Section 3]*

One copy: For Entities not incorporated under the laws of the United States, the necessary documents for the Bidder and/or the Guarantor. *[Section 4]*

The following documents of the Entity (the Bidder or the Guarantor) that will be fulfilling the credit and financial requirements:

One copy (hard copy or electronically on a CD or by email): If the Bidder has selected Option (a) or Option (b) on page 9, of each of the following: *[Section 2]*

- (1) Most recent SEC Form 10-K; if unavailable, the most recent audited annual financial information (including a balance sheet, income statement, and cash flow statement, and any accompanying notes and schedules).
- (2) Most recent SEC Form 10-Q; if unavailable, the most recent quarterly or monthly financial data accompanied by an attestation by the Entity's Chief Financial Officer, in the form of Appendix 5, that the information submitted is true, correct and a fair representation of the Entity's financial condition.
- (3) Any SEC Form 8-K filings made by the Entity, as well as any other public financial disclosures made by the Entity since the release of the Entity's most recent financial statements, for any matters that are material to the Entity's financial condition.

One copy (hard copy or electronically on a CD or by email): If the Bidder has selected Option (a) or Option (b) on page 9, documentation showing the name of the rating agency, the type of rating, and the rating of the Entity *[Section 2]*

One copy: Statement of Matters Related to the Financial Status of the Entity. *[Section 2]*

End of Part 1 Form