

RESPONSE TO THE PUBLIC ADVOCATE'S DATA REQUEST

FISCAL YEAR 2027 CAPITAL BUDGET

PA-CB-9:

Please provide a copy of the RFP for LNG Commercial and Asset Optimization posted on June 21, 2025.

RESPONSE PROVIDED BY: Daniel J. Cassidy, P.E. - Vice President Technical Operations

RESPONSE:

Attachments:

- 1. RFP 35418 LNG COMMERCIAL OPPORTUNITIES and ASSET OPTIMIZATION**
- 2. Appendices for LNG Sales 20240620**

PHILADELPHIA GAS WORKS

REQUEST FOR PROPOSALS

FOR

LNG COMMERCIAL OPPORTUNITIES and ASSET OPTIMIZATION

Dated: June 21, 2024

RFP NO.: 35418



Philadelphia Gas Works – Request For Proposals
LNG Commercial Opportunities and Asset Optimization

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1 The Solicitation – Notice to Proposers

Notice is hereby given that Philadelphia Gas Works (“PGW”) will receive sealed proposals on or before July 25, 2024, 2:00 p.m. Eastern Time, via pgw.procurement.com, for LNG commercial opportunities and asset optimization.

This document outlines PGW’s objectives, describes the general characteristics of the services to be provided, and (without being exhaustive) outlines the principal obligations of PGW and the selected Proposer.

PGW follows, and this RFP process is subject to, applicable codes, regulatory approvals, regulations, and guidelines for entering into long term transactions. Proposers are advised to thoroughly read this RFP in order to familiarize themselves with applicable deadlines, the nature of the solicited Project, the transactions suggested, the Proposal submission requirements, certain likely contract terms, and the Proposal evaluation guidelines.

Questions concerning this Request for Proposals shall be directed in writing to PGW via pgw.procurement.com. Proposers may not contact PGW personnel regarding this RFP other than through pgw.procurement.com.

1.1 Schedule of Events

The projected schedule of events for this Request for Proposals is as follows:

Issue Date of the RFP.....	June 21, 2024
Questions and requests for clarification or information must be received, via pgw.procurement.com, by 2 p.m.	July 19, 2024
Optional Telephone Conference, 11:00 a.m.	July 9, 2024
Optional Site Visit at Richmond and Passyunk Plants.....	July 15 – 19, 2024
Submission of Confidentiality Agreement as required by Section 3.1 on or before	July 19, 2024
Procurement registration deadline	Not later than 3 business days before Proposal Submission Due Date
Proposal Submission Due Date - Proposal must be received, via pgw.procurement.com as required by Section 3.2.2, by 2:00 p.m.	July 25, 2024



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The Optional Telephone Conference is scheduled for 11:00 a.m. on July 9, 2024 to answer questions and requests for clarification. Proposers should dial as follows:

Call In Number: 267-857-3813, Phone conference ID: 272 109 460#

The Optional On-Site Visits will take place at the Richmond Plant, 3100 E. Venango Street, Philadelphia, PA 19134 or the Passyunk Plant, 3100 W. Passyunk Avenue, Philadelphia, PA 19145 and scheduled by Procurement. All attendees will be required to wear flame-resistant clothing, hard hats, safety glasses, and safety boots upon entering the Richmond or Passyunk Plants. Site visits will be scheduled for either 9:00 am or 1:00 pm, Monday through Friday, during the week of July 15th, 2024. Contact Li Deng by 4:00 pm, between July 9th and 11th, 2024 via li.deng@pgworks.com to schedule a site visit.

The Confidentiality Agreement (Attachment B) must be received by PGW prior to scheduling a site visit, and a list of all attendees (name, title, company) must be provided. For Proposers that plan to attend the Optional Site Visit as a joint venture with other Proposers, each representative firm will be required to sign the Confidentiality Agreement. All questions and answers from the Site Visits related to the Proposal will be recorded, collected, and distributed to all Proposers.

Upon the request of PGW, select Proposers may be offered the opportunity to present their proposals to PGW after the submittal deadline has passed.

An integrated, proposed project timeline for this RFP is located in Appendix C.

These dates are estimates only and PGW reserves the right to alter this schedule as it deems necessary or appropriate.

1.2 Proposal Requirements

Proposals shall be accepted only from respondents ("Proposers") who have:

- 1.2.1 Obtained from PGW a complete set of Proposal Documents and any addenda thereto issued by PGW (sometimes referred to as the "RFP"), consisting of the following five (5) sections, three (3) attachments and seven (7) appendices:

Sections:

- 1 The Solicitation – Notice to Proposers
- 2 Project Definition and Requirements
- 3 Instructions to Proposers
- 4 Proposer Information
- 5 Proposal Evaluation, Negotiation and Contract Award

Attachments:

- A Electronic Invoicing and Payment Requirements
- D Disclosure Form
- I Demographic Survey



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Appendices (for reference):

- C Timeline for RFP for LNG Commercial Opportunities and Asset Optimization
- E1 Richmond Plant Site Plan
- E2 Passyunk Plant Site Plan
- F Estimated Annual LNG Sales Volumes
- G PGW LNG Inventory Requirements
- H Contacts for PRPA, DRS, and Philadelphia Belt Line
- J Gas Supply Transportation Contracts; and

1.2.2 Submitted a proposal pursuant to the instructions in this RFP as set forth in Section 3.

In evaluating the proposals, PGW will consider the demonstrated experience and ability of the Proposer to deliver the proposed services, the scope and value of the proposed services, and the financial proposal of each Proposer as described in this RFP.

As noted in Section 5.2.4, Proposer expressly agrees and acknowledges that any response to this RFP, including written documents and verbal communication, regardless of how marked by the Proposer, is not confidential and may be subject to public disclosure by PGW, or any authorized agent of PGW, including but not limited to disclosure under the Pennsylvania Right to Know Law. Any materials submitted or ideas elicited in response to this RFP shall be the sole and absolute property of PGW, with PGW having title. By responding to this RFP, Proposer expressly waives any right to designate its response or parts thereof confidential, proprietary, a trade secret, or otherwise exempt from disclosure under any circumstance.

PGW hereby solicits proposals in accordance with these Proposal Documents.

1.3 Release of Claims

By submitting a response to this RFP, the Proposer, on behalf of itself, its officers, directors, employees, agents, consultants, contractors and subcontractors, remises and releases and forever discharges PGW, the Philadelphia Facilities Management Corporation, the City, and any of their officers, directors, employees, agents, consultants, contractors and subcontractors from any and all claims arising out of participation in this RFP process, including, but not limited to, any claims for misrepresentation, breach of contract, recovery of costs for responding to the RFP or claims arising out of the award of the contract(s) to another Proposer(s).



2 Project Definition and Requirements

2.1 Overview

2.1.1 Overview of PGW

PGW is a municipally-owned utility operated by the Philadelphia Facilities Management Corporation (hereafter referred to as "PFMC"). The successful Proposer will enter into a negotiated contract with PGW by PFMC. PGW provides natural gas service to approximately 502,000 active accounts within the city of Philadelphia, using 6,000 miles of gas mains and services. PGW is the only utility currently distributing natural gas within the city of Philadelphia, and its mission is to provide safe, reliable natural gas service to the citizens of Philadelphia at a reasonable cost. PGW is subject to the oversight of the Philadelphia Gas Commission, and the regulation of the Pennsylvania Public Utility Commission ("PUC"). It is likely that the transactions resulting from this RFP will involve the City of Philadelphia and an existing authority ("Authority") as contracting partners.

2.1.2 Background Information

PGW is interested in optimizing its LNG storage assets, primarily by increasing LNG sales revenues by soliciting additional LNG customers to purchase LNG or LNG services. Options that will be considered include, but are not limited to, direct LNG sales via trucking and shipping/bunkering, production & storage of LNG at the Richmond Plant. A new peak shaving liquefier is currently in PGW's budget forecast. The inclusion of or need for a new commercial liquefier may be included in the proposals. (Note: the sizing of any new liquefiers may vary depending on the demand of the Proposers.) PGW may select multiple proposals.

PGW currently operates one of the nation's largest LNG facilities at its Richmond LNG plant ("Richmond Plant") located in the Port Richmond section of Philadelphia. The facility has been in service since 1969 with many additions and replacements. The current liquefier has been operational since 2005. Due to continued LNG facility upgrades and a robust training program, PGW's employees possess a wide range of LNG plant operations and maintenance experience. A site plan of the Richmond Plant is attached as Appendix E1. The current capacities for Richmond Plant are located in Section 2.1.3.1.

The Richmond Plant, which encompasses 53 acres, is ideally located close to the Delaware River, rail lines, and Interstate 95. Richmond Plant is located across the street from the Tioga Marine Terminal. Tioga Marine Terminal is a waterfront cargo facility owned by the Philadelphia Regional Port Authority ("PhilaPort"). The Delaware River Stevedores ("DRS") holds the lease on the Tioga Marine Terminal from PhilaPort and operates the terminal. A rail spur owned by the Consolidated Rail Corporation runs adjacent to the Richmond Plant. This rail line connects to major rail line operators. There is also property adjacent to the Richmond Plant that is owned and operated by PGW where additional development may take place; see Appendix E1.

PGW also operates an LNG storage and vaporization facility in South Philadelphia at its Passyunk LNG plant ("Passyunk Plant"), situated on 59 acres near the Schuylkill River. The LNG storage and vaporization facility at the Passyunk Plant receives its liquefied gas supply



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from the Richmond Plant via cryogenic trailer trucks. Storage at the Passyunk Plant is necessary to meet PGW's peak shaving needs. A site plan of the Passyunk Plant is attached as Appendix E2 and existing system capacities are listed in Section 2.1.3.2. The Passyunk Plant also offers access to rail lines and major highways.

The primary purpose of PGW's two LNG facilities is to provide natural gas supply for firm residential, commercial and industrial customers during the winter operating season. The LNG plants provide one third of Philadelphia's demand for natural gas on a "Design Day" defined in PGW's planning model as a day with an average temperature of 0 degrees Fahrenheit. In addition, the facilities provide gas supply throughout the winter operating season, particularly on days when customer demand exceeds available supply from interstate pipelines. Both facilities are integral components and allow PGW to provide a reliable supply of natural gas and cost savings.

PGW has available LNG storage capacity that can be optimized.

2.1.3 System Description

2.1.3.1 Richmond Plant Facilities

- Two (2) LNG storage tanks with over 4 billion cubic feet of total storage capacity.
- 16 million cubic feet of daily liquefaction capability (the current Expander Plant liquefaction facility has been operational since 2005).
- 500 million cubic feet per day ("MMSCFD") of vaporization capacity (design).
- LNG truck/trailer loading capabilities of over 8.3 million cubic feet per day.
- PGW anticipates funding and constructing a new peak shaving LNG liquefier which will be operational in Q4 2029.

2.1.3.2 Passyunk Plant Facilities

- One (1) LNG storage tank with 250 million cubic feet of total storage capacity.
- Two (2) LNG vaporizers rated at 45 MMSCFD each (design).

2.1.3.3 Total LNG Available for Sales

With production from (1) the new peak shaving liquefier and (2) the existing 16 MMSCFD (174,400 gpd) Expander Plant, PGW expects to have excess LNG that will be made available for firm sales contracts. Additional volumes may be available as interruptible sales. The amount of interruptible volume available for Proposers will be examined on an annual basis and made available through a separate sales process.

Based on the Proposer's needs, additional liquefaction (new commercial plant or incremental increase to the new peak shaver plant) can be added to the Richmond and/or Passyunk Facilities. A separate, commercial liquefier could be constructed on either site by a proposer. In addition, the ultimate capacity of the new peak shaving liquefier may be increased beyond PGW's anticipated requirements to include commercial production commitments.



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The breakdown of estimated annual LNG sales volumes is highlighted in Appendix F.

2.1.3.4 Operating Restrictions

In order to maintain a steady level of LNG in the tanks at the Richmond Plant, firm and interruptible LNG sales must be effectively managed throughout the year. For each LNG tank, the maximum level is 2,022 MMSCF (24.5 million gallons), while the minimum level is 180 MMSCF (2.2 million gallons). The minimum level must be maintained at all times. The withdrawal of LNG must also be balanced with LNG vaporization, boiloff, liquefaction, and interruptible LNG sales activities.

In a year with a Design Winter, PGW would require approximately 2.7 Bcf. Of that 2.7 Bcf, approximately 1.8 Bcf is required during the November through March winter operating season. PGW LNG inventory requirements are displayed in Appendix G. During the summer, liquefaction regen/tail gas and boiloff are limited by reduced usage of PGW's distribution customers.

2.1.3.5 LNG Pumping Capacity

The maximum flow rate of LNG from PGW's LNG tanks at Richmond Plant is limited to 3,720 gpm at 225 psig. The maximum flow rate of LNG at Passyunk Plant is 90 gpm.

2.1.3.6 Interstate Natural Gas Supply

The Williams Transco interstate pipeline ("Richmond Gate Station") supplies high pressure gas typically above the 450 psig needed for liquefaction processes to the Richmond Plant. PGW pipeline contracts for delivery to the Williams Transco Richmond Gate Station cannot exceed 130 MMSCFD during summer months and 142 MMSCFD during winter months without variances. The existing Expander Plant requires, on average, 100 MMSCFD to be operated at full liquefaction rate.

Physical capacity of the Richmond Gate Station and laterals to the station is estimated to be approximately 170 MMSCFD. Further study may be needed to confirm the physical capacity.

An additional supplier feeds PGW's Richmond Plant Facility at 100 psig. This supply could be used to supplement the Richmond Gate Station feed.

The proposed peak shaving liquefier would be operated during the 310 days spanning from March to December; bringing the facility offline for maintenance activities in the winter; allowing the current Expander Plant to operate at full rate when winter operating conditions permit. During summer months, the existing Expander Plant would be taken offline for maintenance activities. Therefore, PGW pipeline contract delivery entitlements could impose some minor restrictions on the liquefaction rate during the "shoulder" months of October, November, March, April, May, and June when both plants might be operating simultaneously. Curtailed operation of the existing liquefier may also be necessary during the winter operating season when all supply is needed for PGW firm sendout requirements.

2.1.3.7 LNG Truck Loading

The current loading of LNG trailers takes place at loading bays located within the Richmond Plant. PGW currently has one (1) loading bay operational at a time. During normal working



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hours, 6:30 am – 3 pm, PGW could fill ten (10) trailers per day. Vapor handling could limit the number of trailers depending on barometric pressures.

Options for expansion of additional (2+) truck loading facilities with weight scales by the Proposer(s) beyond PGW's existing loading bays can be discussed. Expansion may be outside or on PGW property.

Construction of any truck loading facilities outside PGW property would be the responsibility of the Proposer(s). Operation of any truck loading facilities on PGW property would be the responsibility of PGW (See Section 3, Tab 8).

2.1.3.8 Marine Vessel Loading

The Richmond Plant is located near the Delaware River, and adjacent to the Tioga Marine Terminal, which has potential for expansion to marine bunkering and barging operations using LNG as a fuel and cargo. Proposers that are interested in accessing the marine LNG markets will be responsible for regulatory approval, financing harbor-side infrastructure, and developing agreements and logistics with the PhilaPort and DRS. Contacts for PhilaPort and DRS are located in Appendix H.

Construction and operation of any loading facilities outside PGW property would be the responsibility of the Proposer(s). Operation of any loading infrastructure and accessories on PGW property would be the responsibility of PGW.

Any expansion of loading facilities beyond the existing and planned infrastructure on PGW property or outside PGW property would be the financial responsibility of the Proposer(s) (See Section 3, Tab 8).

2.1.3.9 Railroad Loading

The Richmond Plant is also ideally located near a railway line that runs adjacent to PGW property. Proposers that are interested in developing a rail loading operation for LNG fueling and/or transportation would be responsible for financing the infrastructure and developing agreements and logistics with the Consolidated Rail Corporation.

Construction and operation of any loading facilities outside PGW property would be the responsibility of the Proposer(s). Operation of any loading infrastructure on PGW property would be the responsibility of PGW.

Any expansion of loading facilities beyond the existing and planned infrastructure on PGW property or outside PGW property would be the financial responsibility of the Proposer(s) (See Section 3, Tab 8).

Contacts for the Consolidated Rail Corporation are located in Appendix H.

2.1.3.10 Loading Expansion

For those whose proposals will involve expansion of loading facilities, consideration must be given to cooldown of piping and vapor handling associated with loading LNG into ISO containers, bunkering barges, or rail cars. These activities may require the use of PGW



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infrastructure. Neighboring properties of the Richmond Plant can be seen in Appendix E1. Proposers should discuss plans related to these activities.

All construction of additional loading facilities on PGW property will be performed, owned and operated by PGW, but must be financed by Proposer(s).

2.1.4 FERC Framework

PGW's existing LNG facilities are governed by Federal Regulation 49 CFR, Part 193. PGW's current LNG activities do not fall under FERC jurisdiction. Any new activities that could be viewed as bringing PGW or its LNG activities within the jurisdiction of FERC must be addressed in advance to PGW's satisfaction. The successful Proposer(s) will be responsible for acquiring any required orders or opinions regarding FERC jurisdiction with the assistance of PGW. The cost of acquiring the needed orders or opinions, if any, will be the responsibility of the successful Proposer(s), and must be received before PGW proceeds with execution of any contract with Proposer(s) and construction of the proposed loading facilities. The grandfathered status of PGW's existing facilities must not be affected. Proposer to pay for general upgrades (plant wide) required by regulators, which may include (but are not limited to) changes to fire protection systems, structural items, hazard detection or other components that would be required under a change in siting.

2.2 Proposal Options

PGW is seeking proposals that will allow PGW to optimize and derive maximum long-term revenues from the use of its LNG assets. PGW is primarily seeking proposals from entities seeking to buy LNG on a firm, long-term basis, but will also consider other arrangements that will enable PGW to monetize its assets.

Below are broad descriptions of proposal options that PGW will entertain in response to this RFP. Proposer may bid any one or more option(s). PGW may ultimately select more than one Proposer.

2.2.1 Option 1 – LNG Sale Contracts – Supply Sale

PGW is seeking proposals for LNG Sales. Multiple Proposers may be considered. PGW will favor proposals that will offer the highest revenue opportunities to PGW for these services. Under this option, PGW will sell LNG on a long-term firm basis to the Proposer(s). PGW will provide gas supply for buyers and pass the commodity through at cost. In addition, the fee will include a liquefaction and loading charge (to be proposed by the Proposer(s)).

2.2.2 Option 2 – Asset Management and/or Optimization of Pipeline Capacity

To facilitate greater market access for Proposers and enhance the value of the LNG, PGW is interested in receiving expressions of interest from Proposers who would want to assume the management responsibilities for part of PGW's interstate pipeline transportation contract portfolio. PGW is interested in considering proposals that would be responsible for the asset management equaling the pipeline capacity necessary for the proposed peak shaving liquefier. PGW currently has transportation contracts on the Williams Transco and Enbridge-owned Texas Eastern pipelines that could be utilized for this arrangement. Under this arrangement, revenue realized from optimization of pipeline transportation, LNG storage and vaporization would be shared. PGW has approximately 100,000 MCFD of excess LNG



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vaporization capacity into its LDC distribution system beyond what is required for design conditions. A listing of PGW interstate transportation and storage contracts is provided in Appendix J.

PGW's willingness to enter into an agreement for asset management and optimization services is contingent on Proposer executing a contract for this option. Only one Proposer will be selected for Asset Management and Optimization under this RFP. This RFP envisions that asset management services and the start of firm LNG sales would begin in the same general timeframe. PGW reserves the right to terminate any asset management agreement if the Proposer is unable to take the agreed upon amounts of LNG.

2.2.3 Option 3 – LNG Development at Passyunk Plant

Development of LNG infrastructure at the Passyunk Plant is another option for systematic LNG expansion, as shown in Appendix E2. As an asset with available space, storage, and transportation infrastructure, PGW is interested in responses from Proposers that will invest in developing new infrastructure and/or utilizing existing infrastructure at the Passyunk Plant. Adding LNG production and/or storage at Passyunk Plant would eliminate the need to truck LNG for winter system support.

PGW currently does not have plans for investment in new facilities at the Passyunk Plant. Development costs would be the responsibility of the Proposer(s).

2.2.4 Option 4 – Proposer Defined Option

The descriptions and options described above may not encompass all collaboration and expansion possibilities. Proposers are encouraged to provide additional proposals for scenarios not covered to meet the objectives of this RFP.

2.3 Term

The contract length between PGW and the successful Proposer(s) will be flexible and will be determined by the proposal options described in Section 2.2 of this RFP. It is anticipated that PGW will take delivery of the proposed peak shaving liquefier in Q4 2029, in accordance with the anticipated project schedule as set forth in Appendix C. Commitments for a term of not less than 15 years are preferred.

2.4 Proposal Pricing

Proposers shall structure their pricing based on the descriptions given in Section 3 of this RFP. Selected Proposer must comply with the Electronic Invoicing and Payment Requirements listed in Attachment A.

2.5 Proposer/Personnel Minimum Requirements

PGW seeks to contract with an established entity or entities with proven ability and background in the utility and energy industries. The successful Proposer(s) must be able to demonstrate its ability to honor its long-term commitments to PGW by providing proof acceptable to PGW that it will be able to effectively market and distribute LNG downstream.



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2.6 Licensing

The Proposer will be authorized to do business in the Commonwealth of Pennsylvania and comply with all pertinent state and federal requirements, codes and regulations.

If Proposer is a “business” as defined in The Philadelphia Code, Section 19-2601, Proposer must have a valid commercial activity license, issued by the City of Philadelphia’s Department of Licenses and Inspections, to do business in the City of Philadelphia, prior to entering into any contract with PGW.

2.7 Financial Security

Upon the execution of the contract(s), the successful Proposer(s) shall be required to provide security in an amount and form acceptable to PGW (e.g., performance and payment bond, letter of credit, corporate guaranty of parent company, etc.) as security for the faithful performance of and compliance with all the terms and conditions of the applicable contract.

2.8 Confidentiality

It is anticipated that Proposer may request that certain information included in its proposal be deemed “proprietary” and handled by PGW in a confidential manner. Examples of proprietary business information include: Proposer’s preferred transaction structure, estimated storage and vaporization requirements, proposed “in service” date, and plans for transportation. PGW will enter into a confidentiality agreement with Proposer, in the form of Attachment B, encompassing Proposer’s proprietary business information, in which the Proposer expressly agrees that PGW may make such disclosure or reproduce such proprietary information as is deemed necessary by PGW, for PGW’s use in proposal evaluation and comparison, including, without limitation, disclosure to PFMC, the City, the Authority and their respective officers, boards, agents, counsel, employees or regulators. Notwithstanding the foregoing, the Proposer understands that its proprietary business information may not be exempt, in all instances, from disclosure to other persons under applicable law, including, without limitation, the Philadelphia Home Rule Charter and/or the Commonwealth of Pennsylvania Right to Know Act, and further, that if any other person makes a request as contemplated by such law to review or be provided with copies of such information or any part thereof, and PGW denies such requests, immediately upon notification thereof, the Proposer shall, at its sole cost and expense, defend PGW by counsel satisfactory to PGW and hold harmless PGW and its officers, agents, and employees against any action resulting from denial of such request. If the Proposer fails to promptly provide such defense, PGW, its officers, agents, and employees shall be free to grant such requests or defend such action at Proposer’s expense, and the Proposer shall be deemed to have waived any cause of action, whether in law or in equity, that it may have against PGW respecting such disclosure or defense.

The Proposer must agree to keep confidential any and all information concerning the plans, operations or activities of PGW which may be divulged by PGW or ascertained by the Proposer in the course of performing services under any contract with PGW. A form of Confidentiality Agreement is attached hereto as Attachment B and must be signed and returned to PGW in order for the Proposer to receive additional RFP updates, be permitted to participate in subsequent informational calls, and make site and other visits.



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2.9 Minority Participation

Philadelphia Gas Works (PGW) has established an anti-discrimination policy relating to the participation of certified Minority, Women, Veteran, and/or Disabled Owned Business Enterprises collectively known as Diverse Business Enterprises (“DBEs”) in contracts and in workforces, which policy is designed to provide equal opportunity for all businesses and persons to assure that its funds are not used, directly or indirectly, to promote, reinforce or perpetuate discriminatory practices. Proposers must complete Attachment I (Demographic Survey), attached hereto and submit same with their proposals.

Within a reasonable time after the Proposer is notified that its Proposal has been selected by PGW for further consideration, the Proposer will be required to submit a DBE Solicitation Participation Plan for PGW’s review and approval. PGW will provide the Proposer with information regarding required DBE participation goals on the Notification Date. The plan would be for Proposals involving construction by the Proposer.

2.10 Insurance

Note: The below insurance requirements are the minimum requirements to submit a proposal. Once a scope of services is agreed upon, the insurance requirements may change. These changes may include additional lines of coverage, higher limits, and/or other Additional Insureds.

Proposer shall procure and maintain, at its sole cost and expense, insurance with companies carrying an A. M. Best’s rating of not less than A- and acceptable to PGW, with coverage limits of not less than stipulated below.

PGW, PFMC and the City of Philadelphia and their respective officers, employees, directors, boards, commissions and agents, shall be included as Additional Insureds on the General Liability Insurance policy. An endorsement is required stating that Proposer’s policies will be primary to any other coverage available to PGW, PFMC, and the City of Philadelphia and their respective officers, employees, directors, boards, commissions and agents. Any insurance maintained by PGW will be excess and non-contributory. Furthermore, no act or omission of PGW, PFMC, and/or the City of Philadelphia shall invalidate the coverage.

- **WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY.** Workers' Compensation Insurance, as required by statute. Employers' Liability coverage is to be carried with minimum limits of \$1,000,000 each accident/\$1,000,000 disease-policy limit/\$1,000,000 disease-each employee.
- **GENERAL LIABILITY INSURANCE.** Commercial General Liability is required with limits of not less than \$1,000,000 Bodily Injury and Property Damage Each Occurrence; \$2,000,000 General Aggregate; \$1,000,000 Products/Completed Operations Aggregate and \$1,000,000 Personal/Advertising Injury. The policy shall also cover liability arising from Blanket Contractual, Broad Form Property Damage, liability assumed under an insured contract (including the tort liability of another assumed in a business contract), and Personal Injury (including, but not limited to, coverage for discrimination, defamation, harassment, malicious prosecution, slander and mental anguish). Products/Completed Operations must be included. ISO



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Contractual Liability Limitation Endorsement #CG2391093 shall not apply to this Agreement. Such policy must contain a "Severability of Interests" clause. This insurance shall be excess over any other insurance, whether primary, excess, contingent or on any other basis that is available to the Proposer or its subcontractor covering liability for damages because of Bodily Injury or Property Damage for which the Proposer has been included as an Additional Insured. PGW, PFMC and the City of Philadelphia and their respective officers, employees, directors, boards, commissions and agents shall be included as Additional Insureds. A copy of the actual Additional Insured Endorsement is required.

- **AUTOMOBILE LIABILITY INSURANCE.** Business Automobile Liability coverage is required with limits of not less than \$1,000,000 Combined Single Limit for Bodily Injury and Property Damage. Such policy must contain a "Severability of Interests" clause. PGW and PFMC shall be included as Additional Insureds. A copy of the actual Additional Insured Endorsement is required.
- **EXCESS/UMBRELLA LIABILITY INSURANCE.** Proposer shall provide evidence of Excess/ Umbrella Liability Insurance with limits of not less than \$2,000,000 in any one claim or occurrence. Coverage shall include, but not be limited to, coverage provided by the underlying insurance. Underlying insurance shall include all liability coverage required by this contract except Professional Liability Errors & Omissions coverage as outlined below. PGW and PFMC shall be included as Additional Insureds. A copy of the actual Additional Insured Endorsement is required.
- **PROFESSIONAL LIABILITY ERRORS & OMISSIONS COVERAGE.** Evidence of Professional Liability Errors & Omissions and Cyber Liability Insurance must also be provided with limits of not less than \$5,000,000 Per Occurrence/Aggregate or Per Claim or Loss/Aggregate with a deductible not to exceed \$100,000. Errors & Omissions Insurance shall be applicable to any occurrence arising out of the performance of services pursuant to any statement of work between the parties and shall cover liability arising from information technology services, including but not limited to, intellectual property infringement, privacy infringement, software development services and computer or electronic information technology services. Under an occurrence form, coverage required shall be maintained in full force and effect under the policy. Under a claims made form, continuous coverage is required. Should an Extended Discovery Period or "tail" coverage be required in the event coverage is terminated, such coverage must be maintained for a period of not less than three (3) years. This insurance shall be primary with respect to any other insurance or self-insurance programs afforded the Proposer.
- **FIDELITY/BLANKET CRIME INSURANCE.** Evidence of Fidelity/Blanket Crime Insurance with an Employee Dishonesty limit of not less than \$2,000,000 shall be submitted to PGW prior to the commencement of services. Vendor/Contractor must maintain third party property (includes money, securities and other properties) coverage under Crime policy.

ADDITIONAL PROVISIONS



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Certificates of Insurance evidencing all required coverage shall be filed with PGW prior to the commencement of work. All certificates and policies shall contain a provision that coverage afforded will not be canceled or materially altered until at least thirty (30) days after prior written notice has been given to PGW.

It shall be the responsibility of the selected Proposer to ensure that all subcontractors carry insurance of not less than coverage and limits specified herein, except to the extent that PGW's Director of Risk Management may agree to lower limits on a case by case basis depending on the nature of the subcontractor's work. Subcontractor must forward proper evidence of this compliance to PGW prior to the inception of any work.

Renewal certificates and policies, as required, shall be forwarded to PGW for as long as selected Proposer performs the work as specified in the agreement between PGW and the selected Proposer.

2.11 Indemnification

The Proposer will be required in the contract to indemnify, defend and hold harmless PGW, PFMC, the City of Philadelphia, the Authority and each of their respective officers, employees, directors, boards, commissions, and agents, from and against any and all losses, costs (including, but not limited to, litigation and settlement costs and counsel fees), claims, suits, actions, damages, liability and expenses, occasioned wholly or in part by Proposer's act or omission or negligence or fault or the act or omission or negligence or fault of Proposer's agents, subcontractors, suppliers, employees or servants in connection with this Agreement, including, but not limited to, those in connection with loss of life, bodily injury, personal injury, damage to property, contamination or adverse effects on the environment, intentional acts, failure to pay such subcontractors and suppliers, any breach of this Agreement, and any infringement or violation of any proprietary right (including, but not limited to, patent, copyright, trademark, service mark and trade secret), regardless of the negligence of PGW, PFMC, the Authority and/or the City of Philadelphia. In any and all claims, suits and actions against PGW, PFMC, the Authority and the City of Philadelphia, and their respective officers, employees, directors, boards, commissions and agents, by any employee of Proposer, any subcontractor, or anyone for whose acts Proposer and its subcontractor is liable, the indemnification obligation set forth in this section shall not be limited in any way by any limitation on the amount or type of third party damages, compensation or benefits payable by or for Proposer or any subcontractor under workers' compensation acts, disability acts, or other employees' benefit acts.

PGW does not indemnify.

2.12 Certificate of Non-Indebtedness

The Proposer will be required to certify and represent that Proposer and Proposer's parent company(ies) and subsidiary(ies) are not indebted (at the time of signing of the contract) to the City of Philadelphia, PGW or PFMC (collectively the "City"), and will not at any time during the term of the contract (including any extensions or renewals thereof) be indebted to the City, for or on account of any delinquent taxes (including, but not limited to, taxes collected by the City on behalf of the School District of Philadelphia), liens, judgments, fees or other debts for



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which no written agreement or payment plan satisfactory to the City has been established. In addition to any other rights or remedies available to PGW at law or in equity, Proposer acknowledges that upon any breach or failure to conform to such certification PGW shall have the right to, and may, at the option of PGW, withhold payments otherwise due to Proposer, and, if such breach or failure is not resolved to PGW's satisfaction within a reasonable time frame as specified by PGW in writing, this will offset any such indebtedness against said payments and/or terminate this Agreement for default (in which case Proposer shall be liable for all excess costs and other damages including reasonable attorney's fees resulting from the termination).

2.13 Non-Discrimination

Proposer shall not discriminate or permit discrimination against any person because of race, color, religion, national origin, sex or sexual orientation. In the event of such discrimination, PGW may, in addition to any other rights or remedies available under the contract, at law or in equity, terminate any contract with Proposer forthwith.

Proposer shall comply with the provisions of Title VII of the Civil Rights Act of 1964 (42 U.S.C. §200d et seq.), §504 of the Federal Rehabilitation Act of 1973 (29 U.S.C. §794), The Age Discrimination Act of 1975, (42 U.S.C. §6101 et seq.), Title IX of the Education Amendments of 1972, (20 U.S.C. §1681), and 45 C.F.R. Part 92, as they may be amended from time to time, which together prohibit discrimination on the basis of race, color, national origin, sex, handicap, age and religion.

Proposer understands and agrees that no individual with a disability shall, on the basis of the disability, be excluded from participation in any contract of Proposer with PGW or from activities or services provided under such contract. As a condition of accepting and executing such contract, Proposer shall comply with all provisions of the Americans with Disabilities Act, 42 U.S.C. §12101 et seq., and all regulations promulgated thereunder, as the Act and regulations may be amended from time to time, which are applicable (a) to Proposer, (b) to the benefits, services, activities, facilities and programs provided in connection with this Agreement, (c) to PGW, or the Commonwealth of Pennsylvania, and (d) to the benefits, services, activities, facilities and programs of PGW or of the Commonwealth.

Without limiting the generality of the preceding sentence, Proposer shall comply with the "General Prohibitions Against Discrimination," 28 C.F.R. §35.130, and all other regulations promulgated under Title II of "The Americans with Disabilities Act," as they may be amended from time to time, which are applicable to the benefits, services, programs and activities provided by PGW through contracts with outsider contractors.

2.14 MacBride Principles

Proposer certifies and represents that, to the best of its knowledge, (i) Proposer (including any affiliates under its direct control) does not have, and will not have at any time during the term of any contract with PGW (including any extension or renewal thereof), any investments, licenses, franchises, management agreements or operations in Northern Ireland and (ii) no product to be provided under any contract with PGW will originate in Northern Ireland, unless Proposer has implemented the fair employment principles embodied in the MacBride Principles.



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In the performance of any contract with PGW, Proposer covenants that it will not utilize any suppliers, subcontractors at any tier (i) who have (or whose parent, subsidiary, exclusive distributor or affiliates have) any investments, licenses, franchises, management agreements or operations in Northern Ireland or (ii) who will provide products originating in Northern Ireland unless said supplier or subcontractor has implemented the fair employment principles embodied in the MacBride Principles. Proposer further covenants to include the provisions of this paragraph, with appropriate adjustments for the identity of the parties, in all subcontracts and supply agreements which are entered into in connection with the performance of any contract with PGW. Proposer covenants that it will cooperate with PGW and City's Director of Finance in any manner which PGW and the said Director deem reasonable and necessary to carry out PGW's and the Director's responsibilities under Section 17-104 of the Philadelphia Code which embodies the requirements set forth in this section. Proposer understands and agrees that any false certification or representation in connection with this section and any failure to comply with the provisions of this section shall constitute a material breach of any contract with PGW entitling PGW to all rights and remedies provided therein or otherwise available in law (including, but not limited to, Section 17-104 of the Philadelphia Code) or equity. In addition, Proposer understands that false certification or representation in connection with this section is subject to prosecution under Title 18 Pa.C.S.A. Section 4904.

2.15 Governing Laws

Any contract entered into by PGW will be executed in and shall be governed by the laws of the Commonwealth of Pennsylvania.

2.16 Environmental Conditions

The Richmond Plant and Passyunk Plants and adjacent properties have been determined to contain certain hazardous substances. PGW has undertaken studies to identify and delineate the locations of its property where the existence of contaminants will require mitigation or precautionary measures. These studies will be disclosed to Proposers who have agreed to the Confidentiality Agreement attached hereto as Attachment B. PGW does not believe any of the site conditions present an impediment to the opportunities contemplated herein, but the Proposer will need to undertake its own due diligence regarding same.

Pursuant to the negotiated terms of a proposed agreement with the Proposer, PGW will only seek environmental indemnities against further contamination or the aggravation of existing substances. It is not the intention of PGW or the City to transfer any existing liabilities to the Proposer.

2.17 Certain Required Disclosures

In accordance with The Philadelphia Code Title 17 Chapter 17-400, persons and entities who wish to provide goods and services to PGW must provide certain information about contributions they have made to elected City officials or candidates for City offices. All Proposers must therefore complete Attachment D and include such completed Attachment



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with their proposal. Please note that the selected Proposer will be required to update such disclosure during the term of its agreement with PGW and for one year thereafter.



3 Instructions to Proposers

3.1 Pre-Proposal Requirements

Signed Confidentiality Agreement: Proposers are required to complete, execute and submit the Confidentiality Agreement attached as Attachment J hereto on or before the date set forth in Section 1.1.

3.2 Proposal Preparation Requirements

3.2.1 Proposals must be prepared in English with tabbed indexes separating the following ten (10) completed sections in the following order:

3.2.1.1 **Tab 1:** Transmittal letter. Proposers are required to provide a written summary of the scope of the transaction with PGW, development plans, and timeframe as described in Section 2 of this RFP.

3.2.1.2 **Tab 2: Option 1: Proposal for LNG Sale Contracts at Richmond Plant.** (*Leave Tab 2 blank if not applicable.*)

3.2.1.2.1 Proposers interested in the **Supply Sale Option** at the Richmond Plant must provide responses to the following, if applicable:

- Desired length and type of contract for LNG.
- Requested annual volume(s) of LNG offtake (MMSCF and gallons/year) for each specified year.
- Proposed liquefaction and loading charge in Dollars per MCF and gallons.
- Proposed indexed pricing.
- Proposed plan for delivery of commodity to PGW City Gate, if applicable.

3.2.1.2.2 Because new distribution methods for shipping LNG may impact PGW's operations, FERC jurisdictional status, and marketing interests, Proposers should provide at least the following general information:

- Proposed end use of LNG such as marine fuel, electric generation, long haul trucking, etc.
- Proposed destination of LNG; regional location.
- Preferred shipping method – such as ISO-containers, LNG trailers, marine bunkering, or rail with clear indication of whether reliance on PGW's current trucking operations is a material component of the proposal.

3.2.1.2.3 Proposers should provide a summary of work, if any, that would be **required by the Proposer** to develop LNG delivery infrastructure in or around PGW's Richmond Plant to take delivery of the product (e.g., marine loading or truck loading bays). This section should at least include discussion of the following:



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- Estimated space requirements and location of any new loading facilities, piping, etc. that are being proposed by the Proposer (if applicable). Proposers should distinguish and indicate which facilities would be located on PGW property and which would be located outside of PGW property. Refer to Appendix E1.
- Description of interconnecting piping and operation of same.
- Vapor (boil off) handling of loading facilities.
- Operating and maintenance responsibilities of Proposer. PGW will operate facilities on PGW property.
- Estimated volumes to be delivered on either a daily, weekly, or monthly basis expressed in million standard cubic feet.
- Construction and in-service schedules of Proposer work for coordination with PGW schedules.
- Expected challenges related to communication with officials, communities and regulatory agencies.
- Expected regulatory hurdles and timing (e.g. attaining a FERC Declaratory Order, LNG Vapor Dispersion Concerns, etc.) if applicable.

3.2.1.3 Tab 3: Option 2: Proposal for Asset Management and Optimization of Pipeline Capacity. *(Leave Tab 3 blank if not applicable).*

Note: All proposals for Asset Management and Optimization of Pipeline Capacity **MUST** be accompanied by a proposal for the Supply Sale Option 1, with a completed Tab 2.

3.2.1.3.1 Proposers interested in Asset Management and Optimization of Pipeline Capacity must provide responses to the following, if applicable:

- Proposed plan for PGW Asset Management and Optimization.
- Proposed Shared Revenue Structure.
- Evidence of Proposer's ability to manage interstate assets.
- Proposer's desire and ability to source natural gas supplies for PGW consumption, as required.
- The particular contracts and contract quantities it desires to manage;
- Other material terms and conditions.

Proposers should indicate in their proposal and also provide evidence of its ability to manage midstream assets, the particular contracts and contract quantities it desires to manage, and material terms and conditions governing the asset management service agreement with PGW.

3.2.1.4 Tab 4: Option 3: Proposal for LNG Development at Passyunk Plant *(Leave tab 4 blank if not applicable.)*

3.2.1.4.1 Proposers interested in LNG development at the Passyunk Plant must provide responses to the following, if applicable:

- Description of proposed development.
- Proposed timeline for project.
- Annual volume(s) of LNG offtake.



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- Proposed value to PGW.
- Proposed plan for delivery of commodity to PGW City Gate.

3.2.1.4.2 Because new distribution methods for shipping LNG may impact PGW's operations, FERC jurisdictional status, and marketing interests, Proposers should provide at least the following general information:

- Proposed end use of LNG such as marine fuel, electric generation, long haul trucking, etc.
- Proposed destination of LNG; regional location.
- Preferred shipping method – such as ISO-containers, LNG trailers, marine bunkering, or rail with clear indication of whether reliance on PGW's current trucking operations is a material component of the proposal.

3.2.1.4.3 Proposers should provide a summary of work that would be **required by the Proposer** to develop the LNG infrastructure in or around the Passyunk Plant to take delivery of the product. This section should at least include the following:

- Estimated land requirements and location of any new liquefaction and storage facilities, piping, etc. that are being proposed by the Proposer (if applicable). Refer to Appendix E2.
- Estimated volumes to be delivered on either a daily, weekly, or monthly basis expressed in million standard cubic feet.
- Construction and in-service dates.
- Expected challenges.
- Expected regulatory hurdles.

Proposers should provide a summary of work that would be **required by PGW** to develop the LNG infrastructure in or around the Passyunk Plant to distribute the product.

Note that all proposed LNG infrastructure construction on property owned or operated by PGW must be performed by PGW. Proposers would be responsible for compensating PGW for this work as described in Tab 8 (Compensation to PGW).

3.2.1.5 Tab 5: Option 4: Proposer Defined Option (*Leave Tab 5 blank if not applicable.*)

3.2.1.5.1 A proposer may choose to offer an option that meets the objectives of this RFP that is different than what is expressly defined within options 1-3. The proposer should provide enough information for PGW to compare the proposed option with the options detailed in this RFP.

The proposer should include:

- Description of project.
- Location of project.
- Proposed timeline for project.



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- Proposed end use of LNG such as marine fuel, electric generation, long haul trucking, etc.
- Proposed destination of LNG; regional location.
- Proposed value to PGW.
- Expected challenges.
- Expected regulatory hurdles.

3.2.1.6 Tab 6: Completed Section 4 (Proposer Information) of this RFP. All Proposals must include the following information and be signed (at the end of Section 4) as follows:

3.2.1.6.1 If the Proposal is made by an individual, the Proposal must be signed by the individual, the individual's full name must be typed or printed under the signature line and the Proposal must include the individual's mailing address.

3.2.1.6.2 If the Proposal is made by a partnership, the Proposal must:

- a) be signed by at least one of the general partners with authority to bind the partnership and the name of the general partner must be typed or printed under the signature line;
- b) include the name and mailing address of the partnership; and
- c) attach a copy of the partnership agreement, or other document authorizing the general partner to sign the Proposal to bind the partnership.

3.2.1.6.3 If a corporation makes the Proposal, the Proposal must:

- a) be signed by the president or vice president of the corporation, and the secretary or treasurer must attest the signature and the names of the corporate officers must be typed or printed under the signature lines;
- b) include the name and mailing address of the corporation; and
- c) attach a copy of the corporation's by-laws or a corporate resolution authorizing the corporate officer signing the Proposal to bind the corporation.

3.2.1.6.4 If the Proposal is made by a joint venture, the Proposal must:

- a) be signed by all joint venture partners and the names of the joint venture partners must be typed or printed under the signature lines;
- b) include the name and mailing address of the joint venture; and



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- c) attach a copy of the joint venture agreement or other documentation signed by each member of the Joint Venture and, if applicable, any documentation necessary to show that the individuals signing on behalf of each joint venture partner are authorized to bind the joint venture.

3.2.1.7 Tab 7: Qualification and Experience of Proposer. Proposers are strongly encouraged to list experience providing similar services.

3.2.1.7.1 Provide the names and resumes of each person who would be participating in this project;

3.2.1.7.2 Indicate whether the individual is a full time employee of Proposer's organization (and if so for how long) or a subcontractor. If the individual is a subcontractor, list the engagements (and the particular responsibilities on each engagement) that the subcontractor has previously worked for Proposer;

3.2.1.7.3 Indicate the areas of the project that each individual will be involved with or have responsibility for;

3.2.1.7.4 For each such individual, provide a reference list with phone numbers.

3.2.1.8 Tab 8: Compensation to PGW: Proposers are required to present a consolidated summary of the estimated compensation offered to PGW. Proposals that contain indexed or variable compensation to PGW must describe in reasonable detail the contemplated structure. It should also address key operating, market and financial risks, and Proposer's measures to mitigate or manage such risks.

The summary should include clear explanations of Proposer's preference for various compensation structures (annual v. volume; fixed v. indexed). Financial proposals shall include full documentation of key assumptions for estimating the NPV of cash flow to PGW. Proposers proposing on optional transactions must specify the compensation to PGW for each of these transactions.

All proposed LNG infrastructure construction on property owned or operated by PGW must be completed by PGW. This includes but is not limited to engineering, piping, valving, and instrumentation work. Proposers will be responsible for providing PGW with compensation for such construction.



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3.2.1.9 **Tab 9:** Prior Work Examples. Proposer shall submit examples of similar transactions and projects that Proposer has successfully completed.

3.2.1.10 **Tab 10:** Completed Attachments D and I, and any other attachments required to be completed under the RFP.

3.2.2 A searchable PDF readable by Adobe Reader 7.0 or higher of the Proposal must be submitted via pgw.procureware.com. The PDF file name should be as follows: PROPOSER_RFP_35418.PDF where Proposer is your company name and 35418 is the PGW RFP id number.

3.2.3 Failure to answer all questions completely and furnish all information required in these Proposal Documents may result in disqualification of the Proposer. PGW reserves the right to thoroughly investigate the financial status and experience of the Proposer.

3.2.4 It shall be the responsibility of the Proposer to deliver the Proposal and all other required items via pgw.procureware.com on or before the due date and time set forth in Section 1.1. Failure to successfully register via pgw.procureware.com prior to the required deadlines shall not excuse late submissions. Emailed proposals will not be accepted.

3.2.5 Oral communications from PGW personnel or other persons shall not be binding on PGW and shall in no way modify the provisions of the Proposal Documents. Official responses of PGW to inquiries regarding these Proposal Documents shall be issued by PGW in writing as addenda, and only such written responses shall be binding on PGW as modifications to these Proposal Documents.

3.3 Proposer's Responsibility

The Proposer shall carefully examine the terms of the Proposal Documents and shall judge for itself all of the circumstances and conditions affecting its Proposal. PGW will endeavor to present accurate information, but Proposers are advised to independently verify the accuracy of any information received.



4 Proposer Information

4.1 Proposer

Submitted by:

[Please type or print]

Name:

Address:

Telephone:

Email:

The undersigned Proposer hereby submits to PGW this Proposal as described herein and in the attached documents.

4.2 Qualifications Statement

The Proposer represents and covenants that the Proposer is fully qualified to provide the requested services to PGW. The undersigned further swears and affirms that the information contained in this response is true, accurate and complete.

4.3 Business Experience

4.3.1 The following describes other points of service by Proposer and the companies for whom the services were provided. Proposer should include a reference contact at the described companies, and this contact should have direct, specific responsibility for the oversight of the program. In particular, the Proposer should describe all experience with projects similar to this project.



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4.3.3 Proposer must attach the resume of the manager which it anticipates will be the contact for the services required by this RFP.

4.3.4 The Proposer submits herewith the following list of three (3) persons or businesses, which have knowledge of the Proposer's ability to successfully perform the services for which this Proposal is submitted.

REFERENCE NO. 1

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Email: _____

Nature of Association: _____

REFERENCE NO. 2

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Email: _____

Nature of Association: _____



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REFERENCE NO. 3

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Email: _____

Nature of Association: _____

4.3.5 The Proposer has not had an agreement canceled or terminated due, in whole or in part, to the fault of Proposer, or a default or breach of contract on the part of the Proposer. (If a contract or agreement has been canceled, please explain.)

4.4 Financial Information

4.4.1 The Proposer has () has never () [check one] had a bond or surety canceled or forfeited. (If the Proposer has had a bond or surety canceled, state the name of the bonding company, date, amount of bond and reason for such cancellation or forfeiture.)

4.4.2 The Proposer has () has never () [check one] been adjudged bankrupt (Chapter 7), or petitioned the court for relief under the Bankruptcy Code or Act for either business reorganization (Chapter 11) or the Wage Earner's Plan (Chapter 13). If the response is in the affirmative, provide the following information:

4.4.2.1 Date petition filed

4.4.2.2 Case No. and jurisdiction

4.4.2.3 Amount of liabilities and debts

4.4.2.4 Date of discharge or successful completion of reorganization or wage earner's plan



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4.4.3 The Proposer's bank references are:

	Name	Address
4.4.4.1.	_____	_____
4.4.4.2.	_____	_____
4.4.4.3.	_____	_____

The undersigned herewith submits a letter from

_____ indicating that the Proposer has an
(name of financial institution)

available working line of credit of no less than _____ Dollars
(\$_____), or other evidence of Proposer's capital sufficient to permit it to meet the obligations contemplated by its Proposal.

4.4.4 The undersigned hereby affirms that the Proposer is authorized to conduct business in the Commonwealth of Pennsylvania, and City of Philadelphia, or will obtain proper authorization to do so before executing an agreement and furnishing the required bond or letter of credit, if any.

4.5 General Litigation Disclosure

Proposer must describe any pending, contemplated or ongoing administrative or judicial proceedings material to Proposer's business, finances or products including, but not limited to, any litigation, consent orders, debarment or contracts with any local, state or federal regulatory agency issued to Proposer or to any parent or subsidiary of Proposer:

_____.



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4.6 Business Organization Statement

4.6.1 General Information

Name of Firm [Exactly as it would appear on an agreement; if operating under a fictitious name, so indicate.]

Principal Office Address:

Telephone Number:

Form of Business Entity [check one]

- Corporation
- Partnership
- Individual
- Joint Venture



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4.6.2 Corporation Statement

If a corporation, answer the following:

Date of incorporation: _____

Location of incorporation: _____

Is the corporation authorized to do business in Pennsylvania? Yes () No ()

If so, as of what date? _____

The corporation is held: Publicly () Privately ()

Furnish the name, title, and address of each director and officer of the corporation.

DIRECTORS

	Name	Address	Principal Business Affiliation Other than Proposer's Directorship
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____
7.	_____	_____	_____
8.	_____	_____	_____



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SHAREHOLDERS

	Name	Address	Number of Shares Owned
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____
7.	_____	_____	_____
8.	_____	_____	_____

OFFICERS

	Name	Position
1.	_____	_____
2.	_____	_____
3.	_____	_____
4.	_____	_____



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Date Book Page County State

Has the Joint Venture done business in Pennsylvania? Yes () No ()
When? _____

Name, address of each Joint Venturer and percent of ownership of each:

	Name	Address	% of Ownership
1.	_____	_____	%
2.	_____	_____	%
3.	_____	_____	%
4.	_____	_____	%
5.	_____	_____	%

4.7 Warranties by Proposer

4.7.1 The Proposer's Proposal has been completed to the best of the Proposer's ability, and the Proposer swears that all information contained herein is true, correct and complete to the best of the Proposer's knowledge, information and belief.

4.7.2 By submission of this Proposal, the Proposer acknowledges that PGW has the right to make any inquiry or investigation it deems appropriate to substantiate or supplement information contained in the Proposal, and Proposer authorizes the release to PGW of any and all information sought in such inquiry or investigation.

4.7.3 The Proposer declares by the submission of this Proposal that the Proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, or corporation; that the Proposal is genuine and not collusive or sham; that the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a false or sham Proposal, and has not directly or indirectly colluded or agreed with any Proposer or anyone else to put in a sham Proposal or to refrain from proposing; that the Proposer has not directly or indirectly sought by agreement or communication to secure any advantage against PGW; anyone interested in the



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Proposal as principal are named within the Proposal; that all statements contained in the Proposal are true; that the Proposer has not directly or indirectly divulged information or data relative to the Proposer's Proposal to any other person, partnership, corporation, or association, except to such person or persons as have a direct financial interest in the Proposer's general business.

The foregoing Proposal is hereby submitted by the entity signing below in accordance with all terms and conditions as set forth in the Request for Proposals issued by PGW.

PROPOSER:

DATE: _____
(Corporate Seal if Applicable)

Name of Proposer

By: _____
Name:
Title:

Attest: _____
(signature)
Name:
Title:

[Add signature lines as necessary below.]



5 Proposal Evaluation, Negotiation and Contract Award

5.1 Disqualification of Proposers

- 5.1.1 If more than one Proposal is received from any individual, firm, partnership, corporation, or association, under the same or different names, said Proposals will not be considered. Reasonable grounds for believing that any Proposer has an interest in more than one Proposal (other than as a subcontractor) will cause the rejection of all Proposals in which such Proposer is interested. If there is reason to believe that collusion exists among Proposers, none of the participants in such collusion will be considered.
- 5.1.2 No Proposal shall be received from, or contract awarded to, any PGW or City employee or official who may have any direct or indirect interest in such submitted Proposal or contract.
- 5.1.3 No contract shall be awarded to any Proposer that has been (or one of whose intended subcontractors has been) disqualified, debarred, or suspended pursuant to PGW's Policy and Procedure for the Debarment and Suspension of Vendors and Contractors.

5.2 Qualification of Proposers; Public Disclosure

- 5.2.1 PGW will carefully consider the Proposer's qualifications, proposed financial consideration, experience, financial responsibility, proposed scope of services, and timeline in evaluating each Proposal. In PGW's evaluation, the Proposal as a whole may bear more weight than the individual parts of the Proposal.
- 5.2.2 Following PGW's review of the submitted proposals, PGW may select one or more Proposers with which to negotiate. PGW shall notify Proposer(s) of selection for negotiations. The date that the Proposer's receipt of the notification is confirmed by PGW, is referred to herein as the "Notification Date."
- 5.2.3 Respondents to this RFP are subject to Philadelphia Code (Chapter 20-600) and the Pennsylvania Ethics Act (65 P.S. Section 401 et.seq.) All respondents are required to disclose any potential conflict caused by PGW or City employees having a financial interest in the entity entering into a contract or agreement with PGW.
- 5.2.4 Any response to this RFP, including written documents and verbal communication, regardless of how marked by the Proposer, is not confidential and may be subject to public disclosure by PGW, or any authorized agent of PGW, including but not limited to disclosure under the Pennsylvania Right to Know Law. Any materials submitted or ideas elicited in response to this RFP shall be the sole and absolute property of PGW, with PGW having title. By responding to this RFP, Proposer expressly waives any right to designate its response or parts thereof confidential, proprietary, a trade secret, or otherwise exempt from disclosure under any circumstance.



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5.3 Key Evaluation Criteria

Proposals shall be evaluated on the basis of what is in the best interests of PGW including, without limitation, some or all of the following criteria:

- Net present value (“NPV”) of overall cash flows to PGW, taking into account the timing of revenues, reversionary/termination rights and obligations.
- Economic benefits to Philadelphia and the Delaware Valley region. Such benefits could include employment opportunities, tax, and other revenues.
- The relative risks to cash flows and economic benefits inherent in Proposer’s proposed deal structure or creditworthiness, and Proposer’s capabilities for managing such.
- Any incremental liabilities to be borne by PGW, PFMC, the City, or its agencies.
- Agreements between PGW and the Proposer regarding ongoing improvements.
- Proposer’s commitment to creating and/or maintaining a business presence in Philadelphia.
- Potential for employment opportunities
- Proposer’s track record as a responsible operator of critical infrastructure.
- Evidence of the soundness of Proposer’s proposal approach and methodology.
- Proposer’s plan, ability and willingness to work in concert with PGW and the City to communicate information about LNG to and maintain good relations with PGW’s stakeholder community.
- Evidence of the Proposer’s ability to commit to the transactions described in its proposal, as evidenced by one or more of the following:
 - Prior successes in development of LNG facilities or similar projects.
 - Experience and qualifications of key personnel.
 - Existence of an LNG supply chain.
 - A defined market for LNG sales.
 - Energy trading and asset management capabilities.
 - Management style, trading style/strategy and compatibility of management style or trading strategy with PGW’s Gas Management and operating personnel.

PGW may employ such analytical techniques and professional consultants for proposal evaluation as PGW deems necessary.

PGW expects to award a contract to the Proposer(s) whose proposal best provides a combination of factors, including compensation to PGW, which PGW determines is in the best interests of and the most advantageous to PGW. None of the evaluation factors listed above shall be the sole determining factor.

5.4 General Reservation of Rights

- 5.4.1 This RFP and the process it describes are proprietary to PGW and are for the sole and exclusive benefit of PGW. No other party, including any respondent to this RFP or future Proposer to any RFP which may be issued by PGW, is intended to be granted any rights hereunder.



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5.4.2 PGW reserves the right to reject as informal or non-responsive any Proposal that, in PGW's sole judgment, is incomplete, is not in conformity with applicable law, is not responsive to this RFP, or contains ambiguities or services not called for by this RFP.

5.4.3 Without limiting the generality of any other provision of this RFP, PGW reserves the right, at any time prior to execution of an agreement with the successful Proposer, to exercise all or any of the following rights and options, which rights and options PGW may exercise to the extent that PGW, in its sole discretion, deems to be in its best interests:

- 5.4.3.1 To request additional or supplemental information (including but not limited to information inadvertently omitted by any Proposer in response to this RFP) from any or all Proposers;
- 5.4.3.2 To accept or reject, at any time prior to its execution of an agreement, any or all Proposals or any part thereof submitted in connection with this RFP;
- 5.4.3.3 To accept or reject any or all of the items in any Proposal and award the contract in whole or in part if it is deemed in PGW's best interest to do so;
- 5.4.3.4 To waive any informality, defect, non-responsiveness, or derivation from this RFP that is not, in PGW's sole judgment, material to the Proposal;
- 5.4.3.5 To negotiate unacceptable provisions incorporated within an otherwise acceptable Proposal submitted in response to this RFP;
- 5.4.3.6 To reject without evaluation any Proposal that is incomplete, unclear, conditional, or which contains irregularities of any kind;
- 5.4.3.7 To reject any Proposal that in the sole discretion of PGW is not in the best interest of PGW;
- 5.4.3.8 To re-issue this RFP without change or modification;
- 5.4.3.9 To issue a subsequent RFP for this project with terms and conditions that are substantially different from the terms and conditions set forth in this RFP;
- 5.4.3.10 To cancel this RFP with or without issuing another RFP;
- 5.4.3.11 To supplement, amend, substitute, or otherwise modify this RFP at any time prior to execution of a final agreement with a Proposer;



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- 5.4.3.12 To reject the Proposal of a Proposer that, in PGW's sole judgment, has been delinquent or unfaithful in the performance of any contract with PGW, or is financially or technically incapable of performing the services required in this RFP, or is otherwise not a responsible Proposer;
 - 5.4.3.13 To permit or reject, at PGW's sole discretion, amendments (including information inadvertently omitted), modifications, alterations and/or corrections of Proposals by some or all of the Proposers following Proposal submission;
 - 5.4.3.14 To request that some or all of the Proposers modify Proposals or provide additional information following evaluation by PGW;
 - 5.4.3.15 To conduct such investigations as PGW considers appropriate with respect to the qualifications of any Proposer and/or any information contained in any Proposal;
 - 5.4.3.16 To request clarifications of any unclear Proposal;
 - 5.4.3.17 To negotiate simultaneously, or otherwise, with one or more Proposers;
 - 5.4.3.18 To discontinue and resume negotiations with one or more Proposers;
 - 5.4.3.19 To rescind its rejection of any Proposal(s) and negotiate (or resume negotiations) with a previously rejected Proposer;
 - 5.4.3.20 To not proceed with the process described in this RFP, or to change any time schedules set forth herein;
 - 5.4.3.21 To not enter into an agreement pursuant to this RFP.
- 5.4.4 PGW intends to enter into contract negotiations with the selected Proposer(s). However, PGW reserves the right to terminate any negotiations at any time or conduct simultaneous, competitive negotiations with multiple Proposers. PGW reserves the right to negotiate acceptable terms in an otherwise unacceptable Proposal. Such negotiations may result in changes to material terms of this RFP; in such event, PGW shall not be obligated to inform other Proposers of the changes, or permit them to revise their Proposals accordingly, unless PGW, in its sole discretion, determines that doing so and permitting such is in PGW's best interest. Should negotiations not prove satisfactory with the recommended Proposer(s), PGW reserves the right to discontinue negotiations with the recommended Proposer(s) and additional firms may be asked to enter into negotiations or PGW may solicit new Proposals or issue a new Request for Proposals.



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5.5 Award

5.5.1 PGW intends to award the agreement to the Proposer(s) whose Proposal(s) best satisfies the scope of services described in Section 2 and is otherwise in the best interest of PGW. The determination of award(s) shall be made by PGW, in its sole discretion, which decision shall be final. PGW may employ such analysis techniques and professional consultants for Proposal evaluation as it deems necessary. PGW may request submission of additional information to assist it in evaluating a Proposal, and the Proposer shall cooperate fully with such request. The contract(s) resulting from this RFP will be awarded to the qualified Proposer(s) whose Proposal(s) PGW believes will be the most advantageous to PGW. PGW may condition an award on the successful Proposer's agreement to such terms and conditions as required by PGW including, but not limited to, PGW's indemnification.



Attachment A. Electronic Invoicing and Payment Requirements

Invoicing

PGW utilizes a paperless procurement process. In conjunction with that process, vendors are required to remit all invoices electronically via email to APPOinvoices@PGWorks.com in order for PGW to process payments. If you need assistance, or if you have any questions, please call PGW Accounts Payable on 215-684-6980, and an account payables accountant will assist you with the process.

1. All invoices must be emailed to the following email address:
APPOinvoices@PGWorks.com
2. File format:
 - a. Searchable PDF file readable by Adobe Reader 7.0 or higher
 - b. Single sided or double sided invoices are acceptableSize can be either 8x11 or 11x14
3. Remittance: Single invoice per PDF file
4. Email: Unlimited number of PDF files (invoices) in an aggregate up to 25 MB can be attached to a single email
5. Invoices: Must be clear and readable

Electronic Payment

PGW utilizes a paperless procurement process. In conjunction with that process, vendors are required to register for PGW's PayMode/Bottomline Technologies in order for PGW to make electronic payments. If you are not a Paymode member please enroll at www.Paymode.com/PhiladelphiaGas. You will be required to identify a contact with an email address and a telephone number and upload a W-9 form and banking documentation (voided check) to verify company and banking information. If you are already a member, please call 1-877-443-6944 and an operator will assist you in verifying your company information for PGW. Until activation you will receive a check in the mail for payment, therefore a W-9 form must be submitted to PGW as well.

1. Enroll at www.Paymode.com/PhiladelphiaGas
2. Must provide BOA/Paymode an email address and telephone number
3. Must upload W-9 form to BOA/Paymode
4. Must upload banking information (voided check) to BOA/Paymode
5. BOA/Paymode contact information is 1-877-443-6944



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ATTACHMENT D. REQUIRED 17-1400 DISCLOSURE

In accordance with the City of Philadelphia's contract reform legislation, codified as The Philadelphia Code Title 17 Chapter 17-1400, persons and entities who wish to provide goods and services to PGW must provide certain information about contributions they have made to elected City officials or candidates for City offices. Please note that, if selected, you will be required to update such disclosure during the term of your agreement with PGW and for one year thereafter.

Therefore, the following information must be provided to PGW:

1. Did you use any consultant with respect to this RFP or the contract at issue within the prior one year period? If so, you are required to list (in an attachment hereto) the following information for each such consultant: (i) name, (ii) business address, (iii) business phone number and (iv) amount paid or to be paid. YES NO

As used herein, the term "consultant" means any person or entity used to assist you in obtaining a contract through direct or indirect communication with the City, PGW, any City Agency or any officer or employee of any of them, if such communication is undertaken by the person or entity for payment.

2. Have you or any consultant disclosed above made any contributions of money or in-kind assistance within the prior two year period to any candidate for nomination or election to any elective City office, or to any political committee or party in the City of Philadelphia, or to any group, committee or association organized in support of any such candidate, office holder, political committee or party in the City of Philadelphia, or any contribution covered by subsection (3) or (4) of Philadelphia Code §17-1405? If so, you are required to list (in an attachment hereto) the date, amount and recipient of each such contribution. YES NO

For purposes hereof, (i) contributions made by a person's immediate family shall be deemed contributions made by that person and (ii) contributions made by an entity's affiliate or an officer, director, controlling shareholder or partner of an entity's or such entity's affiliate shall be deemed contributions made by that entity.



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3. Do you intend to use any subcontractors on this contract? If so, you are required to list (in an attachment hereto) the following information for each such subcontractor: (i) name, (ii) business address, (iii) business phone number and (iv) amount or percentage to be paid. YES NO
4. Within the prior two year period, has any City or PGW officer or employee asked (i) you, (ii) any of your officers, directors or management employees or (iii) any person or entity representing you, to give money, services, or any other thing of value to any person or entity? If so, you are required to list (in an attachment hereto) the following information for each such officer or employee: (i) name, (ii) title, (iii) date of request, (iv) amount requested and (iv) amount of any payment made in response to request (other than contributions listed under (2) above). YES NO
5. Within the prior two year period, has any City or PGW officer or employee directly or indirectly advised (i) you, (ii) any of your officers, directors or management employees or (iii) any person or entity representing you, that a particular person or entity could be used by you to satisfy any goals in this RFP or contract for the participation of minority, women, disabled or disadvantaged business enterprises? If so, you are required to list (in an attachment hereto) the following information for each such officer or employee: (i) name, (ii) title, (iii) date of advice and (iv) name of person or entity they advised could be used to satisfy such goals. YES NO

The undersigned hereby certifies that the information provided herein is true and correct as of the date set forth below.

Signature: _____

Title: _____

Name of Entity: _____

Date: _____

(Please Print)



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ATTACHMENT I. DEMOGRAPHIC SURVEY

A key tenet of PGW's practice of good corporate citizenship is its commitment to the use, non-discrimination against and development of qualified minority, disabled and women vendors and to non-discrimination in employment.

In an effort to ensure the full inclusion of all segments of the American population, PGW is requesting that the following information be returned with your proposal:

- A. Does your organization have a written program which addresses the utilization of minority business enterprises (MBE), disabled business enterprises (DBE) and women enterprises (WBE) in the manufacturing, distribution of servicing of your product(s)? If so, please furnish a copy of your program. Please provide statistics of MBE, DBE and WBE in (1) manufacturing, (2) distribution, and (3) service for the past two years.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

COMMENTS: _____

- B. Does your organization foster economic growth and development by providing procurement opportunities to MBE/DBE/WBE firms as material suppliers, contractors, sub-contractors, etc? If so, please furnish a copy of your company policy or directive.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

COMMENTS: _____

- C. Does your organization have an Affirmative Action Equal Employment Opportunity Policy? If so, please furnish a copy of this policy.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

COMMENTS: _____

Appendices for RFP No. 35418 – LNG Commercial Opportunities and Asset Optimization

Appendix C – Timeline for RFP for LNG Sales and Expansion

The anticipated timeline for this project is outlined below. Depending on the Option(s) selected by the Proposer(s), these dates are subject to change.

Issue RFP 6/21/2024
RFP Responses Received 7/25/2024
Evaluation of Responses 10/24/2024

Selection and Approval of Proposal by Philadelphia Facilities Management Corporation

(PFMC) Board of Directors 5/27/2025

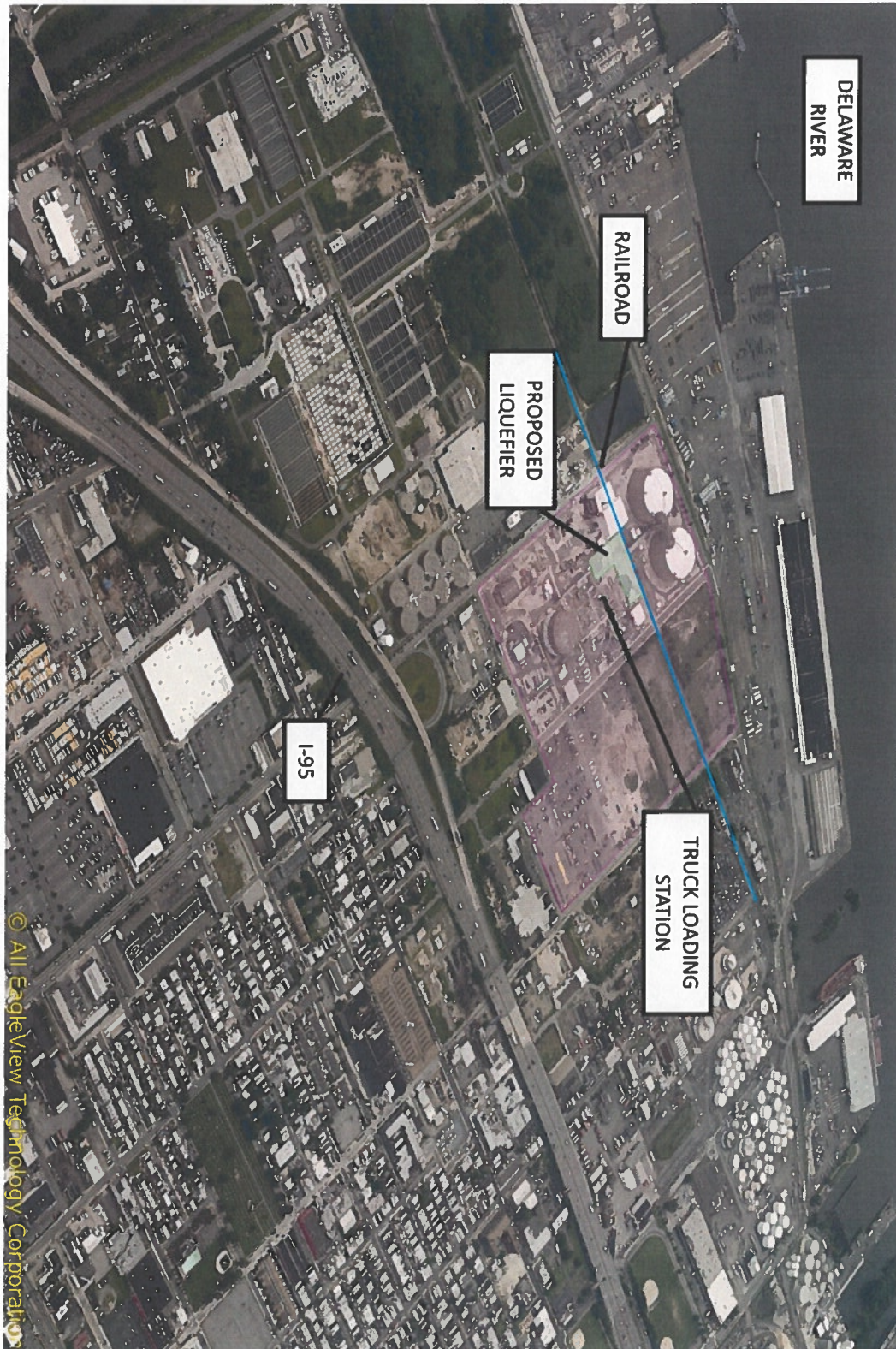
Regulatory Notifications/Approvals* August 2025

*FERC Declaratory Order if required, PAPUC Gas Safety Division notification/review

Philadelphia City Council Approval of Award

Contract for RFP December 2025

Appendix E1 – Richmond Plant Site Plan



Appendix E2 – Passyunk Plant Site Plan

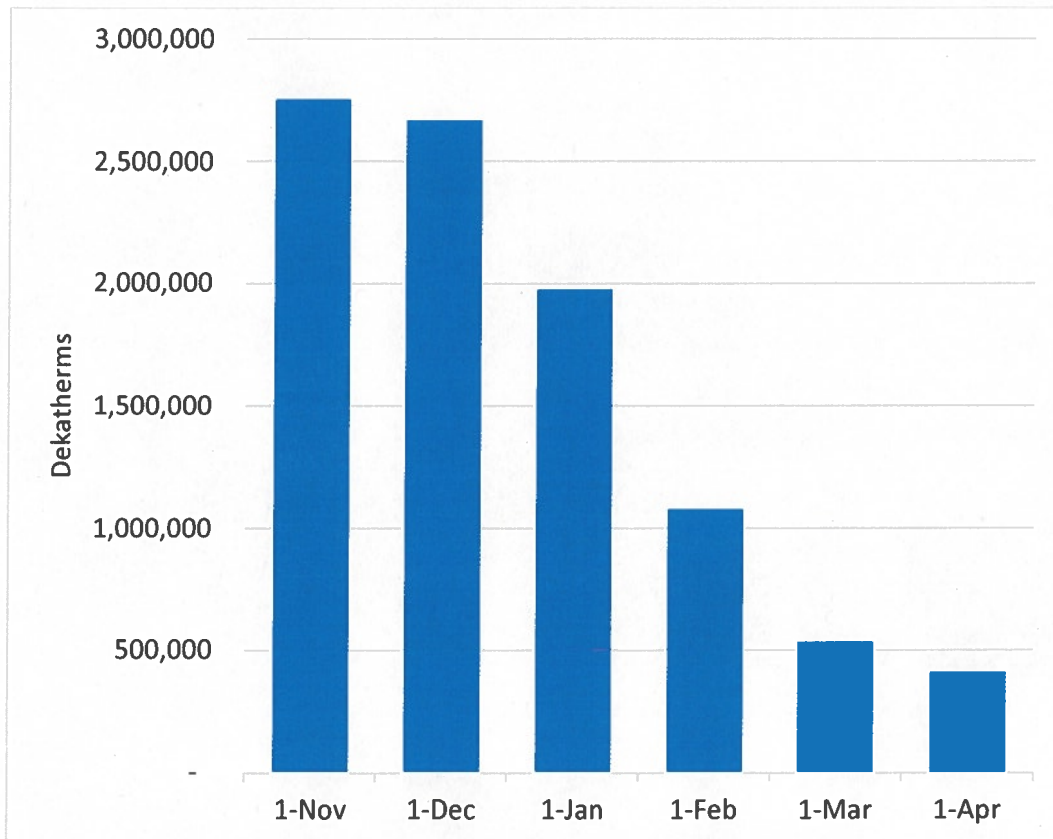


Appendix F – Estimated Annual LNG Sales Volumes

Average LNG Production
from existing LNG Plant

	Annual Estimate in MMSCF	Annual Estimate in Gallons
Average LNG Production from existing LNG Plant	1,100 – 2,400	13,300,000 – 28,000,000
LNG Production Needed for PGW Design Winter	2,700	31,500,000

Appendix G – PGW LNG Inventory Requirements



Appendix H – Contacts for PRPA, DRS, and Consolidated Rail Services

Company Name	Contact Name	Email Address	Phone Number
Philadelphia Regional Port Authority	James Walsh	jwalsh@philaport.com	215-426-2600
Delaware River Stevedores	Andrew Sentyz	asentyz@d-r-s.com	215-440-4105
Consolidated Rail Corporation	George Woodward	george.c.woodward@verizon.net	215-247-2162

Appendix J – Gas Supply Transportation Contracts

Contract	Transportation in MCF/Day
Williams Transco	160,400
Enbridge Texas Eastern	72,816
	23,128
	4,854