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March 31, 2021

Ms. Brinda Westbrook-Sedgwick
Commission Secretary
Public Service Commission
of the District of Columbia
1325 G Street N.W., Suite 800
Washington, DC 20005

Re: Formal Case Nos. 1119 and MOU 2021

Dear Ms. Westbrook-Sedgwick:

Enclosed please find Potomac Electric Power Company's ("Pepco") public version of the Supplier Diversity Report ("Report") for 2020, filed in accordance with the Merger Commitment at Order No. 18148, Attachment B, p. 04, Item 021, in Formal Case No. 1119 in the referenced proceedings. Additionally, contained herein is the signed, updated Memorandum of Understanding between Pepco, Washington Gas Light Company, and Verizon, Washington DC Inc. related to supplier diversity.

Please note that the Report contains Confidential Attachment B and Confidential Attachment D, which are being filed under separate cover.

Please feel free to contact me if you have any questions regarding this matter.

Sincerely,

/s/ Dennis P. Jamouneau

Dennis P. Jamouneau

Enclosures

cc: All Parties of Record



An Exelon Company

Supplier Diversity Program
2020 Annual Report
for
**Public Service Commission of the
District of Columbia**



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1.0 EXECUTIVE SUMMARY

The following is the Potomac Electric Power Company (Pepco, or the Company) 2020 Annual Report pursuant to the District of Columbia Memorandum of Understanding (MOU) signed on February 15, 2012. The MOU outlines the agreement between Pepco and the District of Columbia Public Service Commission to increase opportunities for diverse businesses. Through careful planning and a concerted effort to implement the Exelon Diverse Business Empowerment (EDBE) process, District of Columbia-based businesses accounted for \$105.3 million, or almost 42 percent, of Pepco's total supply-managed diverse spend.

This report highlights Pepco's performance in 2020 in the following areas:

- Diverse Procurement Expenditures
- Calendar Year (CY) 2020 Annual Plan – Discussion of Results
- Program Activities
- Internal Efforts
- External Efforts
- Prime Contractors' Utilization of Diverse Subcontractors
- Recruitment Activities

2.0 DIVERSE PROCUREMENT EXPENDITURES

See attachment A-1 for details.

2020 Diverse Procurement Expenditures (as a percent of Total Systemwide Utility Spend)

Category	Goal (%)	Actual (%)
Diverse Spend	30%	31%
CBE Spend	6%	17%

During the period January 1, 2020 through December 31, 2020, Pepco purchased \$218.6 million in goods and services from diversity certified suppliers, or 31 percent of total Pepco utility spend, exceeding 30 percent. Pepco's spend with diversity certified suppliers¹ increased \$21.7 in 2020 which represents an increase of ten percent.

¹ *Certified Diverse Supplier*" means a Diverse Supplier that holds a Certification. Source: District of Columbia Memorandum of Understanding 2009, II. Standards -General, Section 1.2.2.

In 2020, Pepco ended the year with 17 percent of it purchased goods and services from DC Certified Business Enterprises (CBE)², this which represents \$104.9 million.

The Pepco Total District Utility Procurement in 2020 was \$105.3 million. The CBE DC spend with Pepco was \$104.9 million or 99 percent of District Procurement.

3.0 Calendar Year 2020 ANNUAL PLAN: DISCUSSION OF RESULTS

The MOU contains the following elements:

- A description of planned internal and external activities.
- Plans for recruiting diverse suppliers in low-utilization areas, such as public relations, government affairs, legal and financial services, and areas considered technical in nature.
- Plans for seeking and recruiting diverse suppliers in areas where diverse suppliers are currently unavailable.
- Plans for encouraging prime suppliers to engage diverse suppliers in subcontracts in all categories.

The information that follows in this report provides specific actions and accomplishments in support of the broad goals outlined in the 2020 plan.

The Pepco Diverse Business Empowerment (DBE) staff worked with leadership to develop annual spend goals which were included in 2020 procurement plans.

The Pepco Diverse Business Empowerment staff also worked with Supply Sourcing leaders to ensure alignment of corporate needs with potential opportunities for diverse and local suppliers.

4.0 PROGRAM ACTIVITIES

Pepco DBE participated in the following internal and external activities in 2020:

4.1 Internal Efforts

Diverse business empowerment is a standing agenda item at the Exelon Chief Supply Officer's staff meetings, bringing visibility and accountability to this important area. Supplier Diversity was also a strategic initiative discussed at key Pepco/Exelon meetings and virtual conferences in 2020. Additionally, supplier diversity goals and key initiatives

² A Certified Business Enterprise (CBE) is a business that is headquartered in the District of Columbia and has been certified by the Department of Small and Local Business Development (DSLBD). Businesses with CBE certification receive preferred procurement and contracting opportunities. Source: Department of Small Local Business development (DSLDB) website

were highlighted at the Pepco Holdings' Annual Leadership meeting, various operational department meetings and other events. Highlighting the importance of supplier diversity to the company, Exelon's Senior Manager of Diverse Business Empowerment and the Chief Procurement Officer presented a supplier diversity program update to Exelon's Board of Directors. Executive-level meetings were held between supply leadership and the leadership of various departments to discuss supplier diversity results and any needed plans to close gaps. Throughout 2020, Pepco's leadership reiterated the call for all internal key stakeholders to support company efforts to achieve supplier diversity spending goals.

Category Managers and Diverse Business Empowerment

Category Managers and Pepco DBE staff worked together to maximize competitive opportunities for diverse suppliers and increase diverse spend to achieve internal and external goals. In addition to weekly Supply meetings to review upcoming sourcing opportunities, meetings with various Pepco department leads were held during the year to discuss potential opportunities, challenges and progress, and to develop ideas for expanding opportunities to diverse suppliers.

PHI Diverse Business Empowerment Monthly Management Update

The PHI Diverse Business Empowerment Monthly Management Update is an internal metrics report that reflects enterprise-wide diverse spending. This update monitors the year-to-date progress each month in the utilization of diverse suppliers in supply-managed categories of spending. The reports are also distributed monthly, company-wide, to provide an overview of year-over-year comparison for Pepco Holdings and the target-to-actual goal performance.

Pepco Tier 2 Institute

Pepco has continued to focus on opportunities for diversity certified suppliers to work as primes and sub-contractors in all areas of corporate spending. Pepco's Tier 2 Institute is a diverse supplier strategy development workshop and diverse supplier resource session for a select group of valued prime and diversity certified suppliers. The participants are invited to participate in a one-day, instructional seminar that assisted them in their efforts to identify, work with, and optimize the benefits of relationships with diversity certified suppliers as subcontractors and primes.

Pepco Target 25

Pepco continues to partner with the suppliers who completed the inaugural Pepco Target 25 Diverse Supplier Development program by ensuring inclusion on any opportunities within the utility that matched their capabilities. The suppliers were also assigned an executive sponsor within the company for mentoring and coaching opportunities.

Pepco Holdings Diversity Equity and Inclusion Council

Pepco Holdings has a Diversity Equity and Inclusion (DEI) Council, which meets quarterly. The DEI Council has an initiative in place at all Exelon operating companies, including Pepco. The purpose of the DEI Council is to promote a diverse and inclusive

workplace through education, awareness, acknowledgement and celebration of the diverse backgrounds that comprise our workplace and community. It also demonstrates our commitment to developing strong relationships with a strategic core group of diverse suppliers and community-based organizations.

PHI Annual Listening Tour

Pepco DBE leadership held its annual Listening Tour in November 2020 with Pepco executive leaders. The 2020 meeting focused on developing a strategy for enhancing diverse supplier inclusion for 2021, as well as addressing challenges in 2020. Feedback was incorporated into the 2021 annual plans for local and diverse participation. The resulting key goals and focus areas for 2021 are cascaded to all managers and key staff in the Supply organization and key management levels throughout the company.

Chief Procurement Officer and Board of Directors

Supplier diversity is a standing agenda item at Exelon's Chief Supply Officer's (CSO) staff meetings. The CSO and DBE leadership also presented reports on supplier diversity to the Exelon Board of Directors.

4.2 External Efforts

At external events, the topic of supplier diversity remained a point of focus in officer-level speeches and panel discussions. Pepco DBE staff holds leadership positions on various boards and committees and participates in several events to engage diverse suppliers. Staff also seeks out opportunities to deliver presentations, serve as panelists, provide workshops, and educate diverse suppliers on Pepco's business and procurement practices. The advocacy organizations Pepco DBE supported during 2020 include the following:

- District of Columbia Office of Small and Local Business Development (DSLBD)
- District of Columbia Chamber of Commerce (DCCC)
- Edison Electric Institute (EEI) Business Diversity Conference
- Greater Washington Hispanic Chamber of Commerce (GWHCC)
- Capital Region Minority Supplier Development Council (CRMSDC)
- Women's Business Enterprise National Council (WBENC)
- Women President's Education Organization (WPEO)
- State of Maryland Governor's Office of Small, Minority & Women Business Affairs (GOMA)
- Maryland Washington Minority Companies Association (MWMCA)
- Prince George's County MD Supplier Development and Diversity Division (PG SDDD)
- The Presidents' RoundTable (PRT)
- Montgomery County Office of Procurement
- Greater Washington Hispanic Chamber of Commerce
- Maryland Utility Forum (MUF)
- Washington Interfaith Network (WIN)

COVID-19 Impacts

In 2020, the COVID-19 pandemic and weakening economy exacerbated past inequities of diverse businesses and made the work of Pepco's Diverse Business Empowerment team more challenging in sustaining and exceeding our momentum in supplier diversity, equity, and inclusion. The level of partnership and support we've received from our leaders, employees, diverse businesses, and community partners was exactly what we needed to help small and diverse businesses. When the pandemic hit, we quickly pivoted, and began exploring and implementing strategies to align with emerging needs of small and diverse businesses such as:

- Pepco increased their outreach to diverse and small business to ensure they were connecting to various business resources including but not limited to loans, grants, and contract opportunities.
- On behalf BGE/Delmarva/Pepco, Exelon Corporation provided the Capital Region Minority Supplier Development Council (CRMSDC) a \$125K grant to implement a new program, focusing on capacity building for African American businesses in the utility industry.

5.0 PRIME CONTRACTORS' UTILIZATION OF DIVERSE SUBCONTRACTORS

In 2020, Pepco prime contractors subcontracted \$81 million to diverse subcontractors.

The top three subcontracted areas were:

- Engineering
- Distribution Construction
- T&S Construction

Pepco ensures that prime suppliers understand our commitment to inclusion and diversity, starting with our terms and conditions requiring subcontract opportunities. The absence of a subcontracting agreement is the exception rather than the rule.

When there is an opportunity for subcontracting, prime contractors are encouraged to subcontract with local and diverse suppliers. As part of the bid evaluation process, prime contractors are asked to provide the level of diverse subcontracting they anticipate. In 2020, prime contractors also sought assistance in identifying potential subcontractors. The Tier 2 reports were submitted monthly by prime contractors during 2020.

Tier 2 subcontracts included environmental consulting, fuel management, distribution equipment, traffic control services, computer hardware and software consulting, travel and lodging services, safety systems and equipment, underground construction, electrical and electro-mechanical equipment, facility management services, line hardware and electrical equipment.

Pepco Diverse Business Empowerment staff assisted prime suppliers seeking local and diverse suppliers.

Pepco DBE staff also provided new and refresher training to Category Managers to ensure knowledge and understanding of the DC MOU.

6.0 RECRUITMENT ACTIVITIES

The COVID -19 pandemic had a significant impact on the events scheduled externally, Pepco successfully participated virtual events and engaged in the following activities. As noted in our 2020 plan, we continue to engage in activities to enhance recruitment:

Pepco DBE staff, Category Managers, key employees and managers participated in the following outreach events specifically to support efforts to identify qualified prospective local suppliers:

- National Association of Regulatory Utility Commissioners (NARUC) Winter Summit
- Greater Washington Hispanic Chamber of Commerce Annual Business Conference and Expo
- Capital Region Minority Supplier Development Council (CRMSDC) Super Matchmaker Conference
- Department of Small and Local Business Development's (DSLBD) Business Networking Virtual Event

Memberships/Involvements with Key Organizations

Pepco continued memberships and involvement with regional and national organizations that certify, network with and advocate for local and diverse suppliers. The goal is to maximize outreach to potential suppliers as well as supplier access to the company. Examples:

The Capital Region Minority Supplier Development Council (CRMSDC)

- Board of Directors
- Public Policy Committee Chair
- Leaders and Legends Awards Advisory Committee
- Certification Committee Site Visits
- Matchmaker participation

Women's Business Enterprise National Council (WBENC)

- National Corporate Member
- Regional Corporate Member of WPEO and WBEC of PA-NJ-DE
- Certification Committee Site Visits
- Annual Brown Bag Luncheon participant
- Support expo/matchmaker

Maryland Washington Minority Companies Association (MWMCA)

- Annual corporate supporter

- Attend annual procurement fairs

The Presidents' RoundTable (PRT)

- Annual corporate supporter
- Attend annual briefing and awards program

Regional/Ethnic Chambers of Commerce

- Pepco staff serves on the boards and committees and supports the events

Recruitment in Low-Utilization Categories

Efforts continued to expand opportunities for diverse supplier inclusion in products or service categories where diverse supplier utilization has been low — such as legal, accounting, auditing, underwriting, technology, testing, research and development, construction, demolition, financial services, public relations and government affairs, and other venture areas that are considered highly technical in nature.

SMOOT Construction

Smoot Construction a D.C. based general contractor has facilitated strong physical structures for six decades. They literally place their government, corporate, academic, and nonprofit clients — including Exelon utilities — on solid ground. “We are fortunate to be considered an Exelon contractor of choice in the Pepco region, and we are currently delivering our second and third new-build substation to support regional efforts to build capacity and resilience,” said Smoot Senior Vice President and Regional Executive Omar McIntosh. Trying times like those that dawned in 2020 with the COVID-19 pandemic can test enterprises with even the most formidable foundations — and not just from a physical standpoint. Strong winds of change can sway or topple anything in range, from the most complex to the simplest organization. Fortunately, Smoot has stood firm with its clients through the ongoing upheaval to mutually maintain operations. “The uncertainty presented by 2020 required intense focus at all levels of the business,” McIntosh said. “Fortunately for Smoot, and many of our partners and clients, our team and our systems proved resilient and we were able to maintain our contractual commitments across all sectors of our business.” In continuing to partner with Exelon in 2020, Smoot Construction made necessary adjustments to ensure project continuity in a manner accounting for new safety regulations and necessary precautions. “Our teams found the frequent safety briefings extraordinarily helpful,” McIntosh said. “As information related to the pandemic was ever changing, we felt included as a part of the team as we all focused on protecting our workforce and providing and maintaining service to the end user.”

7.0 DOCUMENT RETENTION

Pepco follows document-retention policies. Three years of data are maintained electronically by Pepco's office of Diverse Business Empowerment. Electronic data is stored on company networks and is kept based on company electronic-retention policies.

8.0 ATTACHMENTS

Spreadsheet attachments follow. Attachments B and D will be removed from the Public Copy.

- A-1 Diverse Suppliers
- A-2 NAICS Code
- A-3 Goal Result
- A-B and B-1 Vendor Report
- A-D Professional Services DC-Based
- A-E CBE

Attachment A-1

UTILITY NAME: **PEPCO**
 FOR THE REPORTING YEAR: **2020**

(A)	(B)	(C)	(D)	(F)	(G)	(H)	(I)
LINE #	DESCRIPTION	DIRECT (\$)	*SUB CONTRACT (\$) Tier 2 Direct Spend	DIVERSE SUPPLIER PROCUREMENT (\$)	PERCENTAGE (%) OF DIVERSE SUPPLIER PROCUREMENT	TOTAL UTILITY PROCUREMENT (\$)	PERCENTAGE (%) OF DIVERSE SUPPLIER (\$) TO TOTAL UTILITY PROCUREMENT
					COLS. (C) + (D) + (E)	\$ / TOTAL COL. (E)	Col. (F) / Col. (H)
MINORITY BUSINESS ENTERPRISE							
1	AFRICAN-AMERICAN	\$ 29,153,496	\$ 14,513,575	\$ 43,667,070	28.06%		5.6%
2	AMERICAN INDIAN/NATIVE AMERICAN	\$ 24,403,035	\$ 562,949	\$ 24,965,983	16.04%		3.9%
3	ASIAN	\$ 6,825,915	\$ 3,468,441	\$ 10,294,356	6.62%		1.5%
4	HISPANIC	\$ 54,878,871	\$ 16,396,593	\$ 70,975,465	45.61%		11.3%
5	Other	\$ 104,077	\$ 5,594,052	\$ 5,698,130	3.66%		0.3%
6	TOTAL MINORITY BUSINESS ENTERPRISE	\$ 115,065,394	\$ 40,535,610	\$ 155,601,004	100.00%		23%
7	WOMEN BUSINESS ENTERPRISE	\$ 36,119,112	\$ 25,920,076	\$ 62,039,188	28.37%		9%
9	SERVICE DISABLED VETERAN BE	\$ 154,847	\$ 876,602	\$ 1,031,449	0.47%		0.14%
11	NOT FOR PROFIT WORKSHOPS	\$ -	\$ -	\$ -	0.00%		
		\$ 36,273,959	\$ 26,796,678	\$ 63,070,637	28.84%		
12	GRAND TOTAL	\$ 151,339,353	\$ 40,535,610	\$ 218,671,641		\$715,410,691	31%

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
LINE #	DESCRIPTION	DIRECT (\$)	SUB CONTRACT (\$)	CBE SUPPLIER PROCUREMENT (\$)	PERCENTAGE (%) OF CBE SUPPLIER PROCUREMENT \$/ TOTAL COL. (E)	TOTAL UTILITY PROCUREMENT (\$)	PERCENTAGE (%) OF CBE SUPPLIER PROCUREMENT Col. (E) / Col. G
					COLS. (C) + (D)		Col. (E) / Col. G
SYSTEM WIDE DC based Certified Business Enterprises (CBE) (Definition: DBE,DZE,ROB,SRB,LBE,LRB)							
		\$ 104,939,551	\$ 15,393,381	\$ 120,332,932	100%	\$715,410,691	17%
	TOTAL DC BASED CBE	\$ 104,939,551	\$ 15,393,381	\$ 120,332,932	100%	\$715,410,691	17%

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
LINE #	DESCRIPTION	DIRECT (\$)	SUB CONTRACT (\$)	CBE SUPPLIER PROCUREMENT (\$)	PERCENTAGE (%) OF CBE SUPPLIER PROCUREMENT \$/ TOTAL COL. (E)	TOTAL DC UTILITY PROCUREMENT (\$) - (2)	PERCENTAGE (%) OF CBE SUPPLIER PROCUREMENT Col. (E) / Col. G
					COLS. (C) + (D)		Col. (E) / Col. G
DISTRICT OF COLUMBIA DC based Certified Business Enterprises (CBE) (Definition: DBE,DZE,ROB,SRB,LBE,LRB) - (3)							
24	DBE- Disadvantaged Business Enterprise	\$104,939,551	\$15,393,381	\$120,332,932			
25	DZE-Local Business Enterprise w/ Principal Office Located In An Enterprise Zone						
26	ROB-Resident-Owned Business						
27							
28							
29	LBE-Local Business Enterprise	\$104,939,551	\$15,393,381	\$120,332,932	17%	\$120,660,752	100%
30	LRB - Longtime Resident Business						
31							
32	TOTAL DC BASED CBE	\$104,939,551	\$15,393,381	\$120,332,932	17%	\$120,660,756	100%

Footnotes:

- (1) Total Utility Procurement = Total Procurement spend - Schedule 1
- (2) Total DC Utility Procurement = Total Procurement spend - spend on schedule 1 * % meters/customers in the District of Columbia.
- (3) Calculations in lines 25-30 only report spend once for any vendor who qualifies in multiple categories. Vendor should be listed in the category assigned the most preference points.

Attachment A-2

Public Service Commission of Maryland
SMECO
Supplier Diversity Annual Report of
NAICS Codes
(MOU Sec. 6.2.2.b.)

1	A	B	C	D	E	F	G	H	I	J	K
2	ATTACHMENT A-2										
3	UTILITY NAME: PEPCO										
4	FOR THE REPORTING YEAR: 2020										
5	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)
6											
7	LINE #	NAICS #	PRODUCT/SERVICE DESCRIPTIONS BY NAICS CODE 1,2	MINORITY BUSINESS ENTERPRISE	WOMEN BUSINESS ENTERPRISE	SERVICE DISABLED VETERAN BUSINESS ENTERPRISE	NOT FOR PROFIT WORKSHOPS	TOTAL DIVERSE SUPPLIER (\$) BY NAICS CODE	PERCENTAGE (%) TO TOTAL DIVERSE SUPPLIER (\$) BY NAICS	TOTAL UTILITY PROCUREMENT	PERCENTAGE OF DIVERSE SUPPLIER (\$) TO TOTAL UTILITY PROCUREMENT COL. (H) \$ / TOTAL COL. (H) %
8								COLS. (D), (E), (F), and (G)	\$ / TOTAL COL. (H)		
9				\$	\$	\$	\$		%	\$	%
10	1	113	Forestry and Logging	\$ 204,788				\$ 204,788	0.1%		
11	2	221	Utilities	\$ 2,400	\$ 2,845	\$ -	\$ -	\$ 5,245	0.0%		
12	3	236	Construction of Buildings	\$ 990,836	\$ 958,195	\$ -	\$ -	\$ 1,949,030	0.9%		
13	4	237	Utility System Construction	\$ 87,688,082	\$ 7,482,461	\$ 371,485	\$ -	\$ 95,542,027	43.7%		
14	5	238	Structural Steel and Precast Concrete	\$ 4,873,710	\$ 4,405,803			\$ 9,279,513	4.2%		
15	6	321	Prefabricated Wood Building		\$ 157			\$ 157	0.0%		
16	7	322	Stationary Product Manufacturing		\$ 28,625			\$ 28,625	0.0%		
17	8	323	Printing and Related Support Activities		\$ 24,314			\$ 24,314	0.0%		
18	9	326	Plastics Pipes and Pipe Fitting		\$ 2,690		\$ -	\$ 2,690	0.0%		
19	10	327	Nonmetallic Mineral Product Manufacturing	\$ 24,024	\$ 204,247	\$ -	\$ -	\$ 228,271	0.1%		
20	11	331	Metal Manufacturing	\$ 18,012	\$ 1,558,255	\$ -	\$ -	\$ 1,576,267	0.7%		
21	12	333	Machinery Manufacturing	\$ 225,533		\$ 18,380	\$ -	\$ 243,913	0.1%		
22	13	334	Computer and Electronic Product Manufacturing Other Communication and Energy Wire		\$ 16,332	\$ -		\$ 16,332	0.0%		
23	14	335	Manufacturing	\$ 5,594,519	\$ 8,420	\$ -		\$ 5,602,940	2.6%		
24	15	336	All Other Transportation Equipment Manufacturing	\$ 9	\$ 266,104		\$ -	\$ 266,113	0.1%		
25	16	332	Fabricated Metal Product Manufacturing	\$ 24,587	\$ 76,825			\$ 101,412	0.0%		
26	17	423	Merchant Wholesalers, Durable Goods	\$ 29,405,622	\$ 3,406,200	\$ 63,536		\$ 32,875,358	15.0%		
27	18	424	Merchant Wholesalers	\$ 59,887	\$ 270,237	\$ -		\$ 330,124	0.2%		
28	19	441	Motor Vehicles and Parts Dealers	\$ 193,340	\$ 1,421,921	\$ 397,702		\$ 2,012,963	0.9%		
29	20	448	Clothing and Clothing Accessories		\$ 21,443			\$ 21,443	0.0%		
30	21	453	Miscellaneous Store Retailers	\$ 162,508		\$ -		\$ 162,508	0.1%		
31	22	454	Fuel Dealers	\$ 441,665	\$ 758,996			\$ 1,200,661	0.5%		
32	23	484	Truck Transportation	\$ 1,048,801	\$ 959,331	\$ -		\$ 2,008,132	0.9%		
33	24	488	Support Activities for Transportation	\$ 484,489		\$ -		\$ 484,489	0.2%		
34	25	511	Publishing Industries			\$ 557		\$ 557	0.0%		
35	26	522	Monetary Authorities / Central Bank	\$ 635,217		\$ -		\$ 635,217	0.3%		
36	27	531	Real Estate Consulting		\$ 2,246,626		\$ -	\$ 2,246,626	1.0%		
37	28	532	Rental and Leasing Services		\$ 156,543		\$ -	\$ 156,543	0.1%		
38	29	541	Professional, Scientific, Technical Services	\$ 17,608,097	\$ 25,905,207	\$ 162,793		\$ 43,676,097	20.0%		
39	30	561	Administrative Support Services	\$ 4,744,370	\$ 11,362,250	\$ 16,996		\$ 16,123,616	7.4%		
40	31	562	Waste Management and remediation	\$ 1,169,970	\$ 160,272			\$ 1,330,243	0.6%		
41	32	621	Offices of Physical and Occupational health						0.0%		
42	33	811	Repair and Maintenance	\$ 538	\$ 334,889	\$ -		\$ 335,427	0.2%		
43	34		INDIRECT SPEND						0.0%		
44			Totals	\$155,601,004	\$62,039,188	\$1,031,449	\$0	\$218,671,640	100%	\$715,410,691	31%
45					21.750%	8.672%	0.144%	0.000%	31%		
46											
47											
48			Footnotes:								
49			1 NAICS Codes listed are subject to change								
50			2 To the extent that disclosure of the contract amount dollars applies to only one vendor, the Utility may confidentially report data for columns (D) through (K).								
51	RESULTS BY PRODUCT DESCRIPTIONS / NAICS CODES										
52	A	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)
53	37	NAICS #	PRODUCT/SERVICE DESCRIPTIONS BY NAICS CODE 1,2	DC Certified Business Enterprises (CBE)				TOTAL CBE SUPPLIER (\$) BY NAICS CODE	PERCENTAGE (%) TO TOTAL CBE SUPPLIER (\$) BY NAICS	TOTAL UTILITY PROCUREMENT	PERCENTAGE OF CBE SUPPLIER (\$) TO TOTAL UTILITY PROCUREMENT
54											
55	39							COL. (D)	\$ / TOTAL COL. (H)		COL. (I) \$ / TOTAL COL. (J)
56	40			\$				\$	%		%
57	41	236	Construction of Buildings	\$ -				\$ -	0.0%		0.00%
58	42	237	Heavy and Civil Engineering Construction	\$ 93,577,813				\$ 93,577,813	77.6%		13.08%
59	43	238	Specialty Trade Contractors	\$ 9,510,408				\$ 9,510,408	7.9%		1.33%
60	44	441	Motor Vehicle and Parts Dealers	\$ 7,075,604				\$ 7,075,604	5.9%		0.99%
61	45	444	Building Material and Garden Equipment and Supplies Dealers	\$ -				\$ -	0.0%		0.00%
62	46	532	Rental and Leasing Services					\$ -	0.0%		0.00%
63	47	541	Professional, Scientific, and Technical Services	\$ 6,701,251				\$ 6,701,251	5.6%		0.94%
64	48	561	Administrative and Support Services	\$ 3,795,672				\$ 3,795,672	3.1%		0.53%
65	49	562	Waste Management and Remediation Services	\$ -				\$ -	0.0%		0.00%
66	50	423	Merchant Wholesalers, Durable Goods					\$ -	0.0%		0.00%
67	51	424	Merchant Wholesalers, Nondurable Goods					\$ -	0.0%		0.00%
68	52	323	Printing and Related Support Activities	\$ -				\$ -	0.0%		0.00%
69	53	493	Warehousing and Storage	\$ -				\$ -	0.0%		0.00%
70	54	722	Food Services and Drinking Place					\$ -	0.0%		0.00%
71	55	335	Electrical Equipment & Mfg					\$ -	0.0%		0.00%
72	56	811	Repair and Maintenance					\$ -	0.0%		0.00%
73	57		Totals	\$ 120,660,748				\$ 120,660,748	100.0%	\$715,410,691	17%

Attachment A-3

ATTACHMENT A-3 Diverse Supplier Goal to Results				
	UTILITY NAME:	Pepco		
	FOR THE REPORTING YEAR:	2020		
(A)	(B)	(C)	(D)	
LINE #	DESCRIPTION	ACTUAL CURRENT YEAR RESULTS (\$)	CURRENT YEAR RESULTS (%)	CURRENT YEAR GOALS (%)
1	MINORITY BUSINESS ENTERPRISE	\$155,601,004.00	22.6%	0.00%
2				
3	WOMEN OWNED BUSINESS ENTERPRISE	\$62,039,188.00	9%	0.00%
4				
5	SERVICE DISABLED VETERAN BUSINESS ENTERPRISE	\$1,031,449.00	0%	0.00%
6				
7	NOT FOR PROFIT WORKSHOPS	\$0.00	0%	0.00%
8				
9	TOTAL	\$218,671,641.00	31%	0.00%
	*Based on projected total spend of \$656M in 2019.			

Attachment B
CONFIDENTIAL

CONFIDENTIAL
INFORMATION REMOVED

Attachment D
CONFIDENTIAL

CONFIDENTIAL
INFORMATION REMOVED

Attachment E

ATTACHMENT E -PEPCO

Project Name: CAPITAL GRID
REPORTING PERIOD: January 2020 - December 2020

PRIME (A)	(B) €	(C)	(D)	(E)	(F)
LINE #	PRODUCT/SERVICES	CBE Goal	TOTAL (\$) SPEND	TOTAL (\$) CBE SPEND	PERCENTAGE OF CBE (%) SPEND
1	Materials	8%	\$17,899,543.83	\$26,233.98	0%
2	Construction	20%	\$67,603,391.19	\$20,588,909.48	30%
3	Engineering	8%	\$14,311,517.93	\$355,115.05	2%
4	Communications		\$1,117,250.19	\$1,117,250.19	100%
	TOTALS		\$100,931,703.14	\$22,087,508.70	22%

Memorandum of Understanding

EXECUTIVE SUMMARY

In September 2019, the Public Service Commission of the District of Columbia ("Commission") notified the Potomac Electric Power Company, Washington Gas Light Company and Verizon, Washington DC Inc. (collectively, the "Utilities") of its interest in modifying the existing contracting and procurement Memorandum of Understanding ("MOU") related to supplier diversity. The Commission created and assembled the Advisory Council on Supplier and Workforce Diversity to advance this initiative. The Advisory Council was formed to provide advice and recommendations on areas related to improving diversity and inclusion within the energy workforce and utility suppliers in the District, with the task of revising the 2010 MOU, being central to driving results on supplier and workforce diversity issues. The Commission indicated its renewed desire to bring the provisions of the MOU into better alignment with District of Columbia law, D.C. Code § 2-218.13(2)(a) 2001 Ed., 2009 Supplemental, and its categorization of Local, Small, and Disadvantaged Enterprises contracting/procurement entities, among other concerns. The Commission also expressed its desire to include a commitment to workforce development and diversity in the revised MOU. In reaching out to the Utilities and other stakeholders, the Commission sought feedback on the advantages and disadvantages of various proposed elements of and proposed changes to the MOU, including but not limited to reporting requirements and updated practices of the Utilities.

On November 12, 2020, the Chair and Co-Chair of the Advisory Council met with the Commission to develop the parameters of a revised MOU. The Chair and Co-Chair presented to the Chairman its proposed revisions for the MOU. Those revisions were developed over the course of a year of meetings of the Advisory Council and its dedicated working groups (Business Development and Outreach, Supplier Diversity and Job Training and Retention). The Utilities

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conferred to reach a consensus on the revisions. The Utilities reached an agreement in principle on the terms and conditions of this MOU and seek Commission acceptance of the revised MOU in its entirety. However, should the Commission want to make modifications to the MOU, the Utilities will review the proposed changes and submit a revised draft for execution.

The new MOU applies to contracting efforts with suppliers that are women, minority and service disabled-veteran-owned business enterprises, as well as not-for-profit entities organized to promote the interests of physically or mentally disabled individuals. In order to qualify under the aforementioned categories, the supplier must be certified by a third-party agent, or may be able to meet certain requirements enabling self-certification. While not requiring Utilities to use set-asides, preferences or quotas, the MOU encourages Utilities to employ a variety of initiatives designed to increase the pool of qualified diverse suppliers of products and services.

Pursuant to the MOU, the Utilities will set short-term, mid-term, and long-term goals for the utilization of diverse suppliers, where appropriate. The Utilities will document their performance through the filing of an annual report on supplier diversity. The report will include an overall summary of diverse supplier spend, as well as the District of Columbia spend, with breakdowns by diverse supplier categories compared with total Utility dollars spent on goods and services covered by the MOU. In addition to filing an annual report, Utilities will also file an annual plan that demonstrates how the Utility will achieve the goals that it has set. The Utilities commit to an annual legislative style hearing to present the findings of its annual report and to receive input from participants.

The revised MOU incorporates several changes from the 1991 version that immediately preceded it. Among other things, the revised MOU:

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- Returns the designation of “veterans” as diverse suppliers in addition to the distinction for “service-disabled veterans”.
- Includes the designation of LGBT owned enterprises as diverse suppliers.
- Tracks the D.C. Code definition of Certified Business Enterprise (CBE).
- Uses the term "diverse supplier" to include all eligible entities.
- Tracks total utility procurement spend, which are those opportunities for sourcing goods/services which are not listed on Schedule 2. Directs that annual goals be set for the various categories of diverse suppliers as a percent of the total utility procurement spend.
- Directs that annual goals be set for various categories of diverse suppliers as a percent of the total utility procurement spend (as defined above).
- Includes 2nd tier dollars as a separate line item as part of the total diverse spend. 2nd tier dollars is spend reported by the utility's (non-diverse-Major) vendors with diverse subcontractors, if the following applies:
 - Purchases/contracts exceed \$550,000 for products and services;
 - Construction contracts exceed \$1,000,000 and
 - Purchases/contracts which offer diverse supplier subcontracting opportunities, regardless of value, when deemed appropriate by the Utility.
- Requires third-party certification of ownership within one year of the date of the execution of the MOU or the date of the first invoiced spend, whichever occurs later.
- Includes a commitment to workforce diversity and development from the Utilities.

While the newly revised District of Columbia MOU is similar to that which is followed by Maryland utilities in the context of their regulatory structure, some differences remain and some elements are now adopted)

- Revised MOU now designates an aspirational goal of 25% diverse spending;
- Definition of diverse supplier includes CBEs;
- Annual attachments were removed;
- Attachments to the Annual Report and Plan reflect CBE data; and

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- Revised MOU will allow an annual hearing before the Commission to review program results.

Utilities are expected to provide diverse suppliers with the maximum opportunity to participate in and compete for contracts and subcontracts in the Utility's supply chain for goods and services that support the Utility.

The initial MOU goals that will be provided by the Utilities are intended to be baseline benchmarks. Accordingly, Utilities are encouraged to exceed their goals, and to explore other avenues of increasing diverse supplier spend. While the MOU will result in the provision of benchmarks, it remains a voluntary commitment, whereby, the failure to adhere will not result in legal recourse by any party.

I. INTRODUCTION

This MOU between the Commission and the Potomac Electric Power Company ("Utility" or "Pepco") memorializes the understanding that the Utility voluntarily will develop, implement, and consistently report on its activities and accomplishments in promoting a strategy designed to create viable and prosperous women, minority, LGBT, and veteran and service-disabled-veteran-owned business enterprises, as well as not-for-profit entities, as defined under section 1.2.6.a ("Diverse Suppliers") by providing them with the maximum opportunity to participate in and compete for contracts and subcontracts in the Utility's supply chain for goods and services that support the Utility. Under the MOU, the Utility also will encourage and assist, when reasonable, its Prime Contractors to develop plans to increase the utilization of Diverse Suppliers as Subcontractors. The Utility's activities shall be conducted consistent with reasonable and competitive procurement practices and consistent with the Utility's obligation to ensure that utility services are provided to the ratepayers in the District of Columbia at just and reasonable rates.

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The goal of the Utility shall be to maximize opportunities for Diverse Suppliers, with special attention to District of Columbia suppliers, for the Utility's total dollar spend for the Utility's contracts, subcontracts, and purchase orders for products and services governed by this MOU. The Commission and the Utility anticipate that the Utility will consistently work towards this goal; however, the Commission and the Utility recognize that Utility participation is voluntary and progress towards the goal is dependent upon, and affected by, the availability of competitive Diverse Suppliers. The Commission and the Utility agree that, in its efforts to achieve its Diverse Supplier objectives, the Utility shall not be limited to District of Columbia-based Diverse Suppliers; provided that the Utility shall make a good faith effort to utilize District of Columbia-based Diverse Suppliers.

To implement this strategy, the Utility will develop and implement procedures and reporting requirements consistent with this MOU to ensure that Diverse Suppliers have the maximum opportunity to compete for the Utility's contracts and subcontracts for the purchase of all goods and services governed by this MOU, including, but not limited to, equipment, supplies, materials, construction ventures, legal, accounting and financial services, technology-related research and development, testing, and other procurable goods and services and to encourage and assist, where reasonable, its Prime Contractors to develop plans to increase the utilization of Diverse Suppliers as Subcontractors. This MOU supersedes and replaces, in its entirety, any and all memoranda previously executed by the Utility and the Commission regarding this matter and is applicable until amended, terminated, or replaced by a new MOU or by District of Columbia or federal law.

Through this MOU, the Utility renews its commitment to facilitate contracting opportunities for Diverse Suppliers. The Utility agrees to review both its existing procurement

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and Diverse Supplier procurement programs on an annual basis, and, where needed, modify its programs and inform the Diverse Supplier community of material changes, with the goal of further ensuring that Diverse Suppliers will have the maximum opportunity to participate and succeed in the competition for contracts for goods and services. Finally, the Utility and the Commission agree that this MOU may be revised from time to time, with the consent of both parties, as experience is gained in its application.

II. STANDARDS

1. General

1.1. Intent

1.1.1. Economic Impact. This MOU shall not be used to require Diverse Suppliers to accept contractual provisions at wages for the Diverse Suppliers' employees that are less than the prevailing wage for the type of service provided. Similarly, this MOU shall not be used to require the Utility to accept anything other than the best evaluated bid.

1.1.2. Revisions of Scope. This MOU may be revised on the basis of experience gained in its application and/or changes in legislation. Either the Utility or the Commission may propose amendments to this MOU. Any such proposal shall clearly set forth the changes proposed and the supporting rationale.

1.2. Definitions

1.2.1. "Certification" means the determination that a legal entity is controlled and operated by one or more of the Socially and/or Economically Disadvantaged Individual(s) who own it.

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- 1.2.2. "Certified Diverse Supplier" or Certified Business Enterprise means a Diverse Supplier that holds a Certification.
- 1.2.3. "Commission" means the Public Service Commission of the District of Columbia, as provided for in the District of Columbia Code.
- 1.2.4. "Complaint" means a written objection either to a decision not to utilize a Diverse Supplier or to a Diverse Supplier's treatment once it is selected by the Utility to perform a contract, which is directed to the Utility's executives or is referred to the Utility by the Commission.
- 1.2.5. "Control" means exercising the power to make policy decisions.
- 1.2.6. "Prime Contractor" or "Tier I Contractor" means any party or person (who is not an employee of the Company) who enters into any agreement or arrangement with a Company for the furnishing of supplies or services for the use of real or personal property, including lease arrangements, which, in whole or in part, is necessary to the performance of any one or more contracts.
- 1.2.7. "Subcontractor" or "Tier II Contractor" means any party or person (who is not an employee of the Prime Contractor) who enters into any agreement or arrangement with a Prime Contractor:

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(i) For the furnishing of supplies or services for the use of real or personal property, including lease arrangements, which, in whole or in part, is necessary to the performance of any one or more contracts; or

(ii) Under which any portion of the Prime Contractor's obligation under any one or more contracts is performed, undertaken or assumed.

1.2.8. "Tier II Indirect Spend" means expenses incurred for materials, services and maintenance required by the Prime Contractor to operate the business.

1.2.9.a. "Diverse Supplier" includes women, minority, LGBT service disabled and veteran-owned business enterprises, as well as a not-for-profit entity organized to promote the interests of physically or mentally disabled individuals.

1.2.9.b. "Diverse Supplier" means any legal entity that is:

- (i) organized to engage in commercial transactions;
- (ii) at least 51% owned and Controlled and operated by one or more individuals who are Economically and/or Socially Disadvantaged; and
- (iii) managed by, and the daily business operations of which are Controlled by, one or more of the Economically or Socially Disadvantaged Individuals who own it.

1.2.10. "Economically or Socially Disadvantaged Individual" means an individual whose ability to compete in the free enterprise system has been impaired due to diminished capital and credit

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opportunities as compared to others in the same or similar line of business who are not socially disadvantaged, or an individual who has been subjected to racial or ethnic prejudice or cultural bias within American society because of membership in a group and without regard to individual qualities. Social disadvantage must stem from circumstances beyond the control of the individual and is based on racial, ethnic, gender, religious or other orientation.

(i) These individuals are citizens or lawfully admitted permanent residents of the United States who are in any of the following minority groups:

1. African-American - an individual having origins in any of the Black racial groups of Africa;
2. American Indian/Native American - an individual having origins in any of the original peoples of North America and who is a documented member of a North American tribe or band, or otherwise has a special relationship with the United States or a state through treaty, agreement, or some other form of recognition. This includes an individual who claims to be an American Indian/Native American and includes an individual of Eskimo and Aleutian origin.
3. Asian - an individual having origins in the Far East, Southeast Asia, or the Indian subcontinent;

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4. Hispanic - an individual of Mexican, Puerto Rican, Cuban, Central or South American or other Spanish culture or origin, regardless of race;
 5. Veteran – an individual who has served in any branch of the military who has been honorably discharged and service-disabled veteran - a veteran who possesses a disability rating letter issued by the Department of Veterans Affairs, establishing a service-connected rating between 0 and 100% (as determined by the Department of Veteran Affairs) or a disability determination from the Department of Defense
 6. Women - a woman, regardless of race or ethnicity; or
 7. LGBT- an individual identifying as Lesbian, Gay, Bisexual or Transgender (LGBT).
 8. Otherwise found by a Third-Party Certifying Agent to be an Economically or Socially Disadvantaged Individual.
- 1.2.11. "Goal" means a target which, when achieved, indicates progress in a preferred direction. A Goal is neither a quota, a set-aside, nor a mandatory obligation.
- 1.2.12 "Long-term Goal" means a Goal applicable to a period of five (5) years.

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- 1.2.13 "Mid-term Goal" means a Goal applicable to a period of three (3) years.
- 1.2.14. "Minority Business Enterprise" ("MBE") means that subset of Diverse Suppliers that are owned, operated, and Controlled, and by individuals included in Section 1.2.10(i)(1) -(8).
- 1.2.15. "NAICS Codes" means the North American Industry Classification System. For purposes of this MOU, the Utility has agreed to utilize the three-digit NAICS Codes.
- 1.2.16. "Operate" means being actively involved in the day-to-day management and not merely acting as officers or directors.
- 1.2.17. "Prime Contractor" means any party or person (who is not an employee of the Utility) who enters into any agreement or arrangement with a Utility for the furnishing of goods or services.
- 1.2.18. " Service-Disabled-Veteran Business Enterprise" and "Veteran Business Enterprise" means that subset of Diverse Suppliers that are owned, operated, and controlled by individuals included in Section 1.2.10(i)(5).
- 1.2.19. "Short-term Goal" means a Goal applicable to a period of one (1) year.
- 1.2.20. "Subcontractor" means any party or person (who is not an employee of the Prime Contractor) who enters into any agreement

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or arrangement with a Prime Contractor for the furnishing of goods or services as necessary to the performance of any one or more contracts.

1.2.21. "Third-Party Certification" means Certification by a Third-Party Certifying Agent.

1.2.22. "Third-Party Certifying Agent" means an entity that is included on the list maintained by the Commission pursuant to Section 2 of this MOU.

1.2.23. "Women Business Enterprise" means that subset of Diverse Suppliers that are owned, operated, and controlled by individuals included in Section 1.2.10(i)(6).

1.2.24. "LGBT Business Enterprise" means that subset of Diverse Suppliers that are majority (at least 51%) owned, operated, controlled, and managed by individuals included in Section 1.2.10(i)(7) who exercise independence from any non-LGBT enterprise

2. Certification

2.1. The Commission shall establish and maintain a list of Third-Party Certifying Agents, attached hereto as Schedule 2. The Utility shall periodically review and provide to the Commission, as needed, revisions to the list of Third-Party Certifying Agents included in Schedule 2.

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2.2. Except as provided by Sections 2.2.1 and 2.2.2, in order to qualify as a Diverse Supplier for purposes of this MOU, the Diverse Supplier must be certified by one of the Third-Party Certifying Agents specified in Section 2.1. The Diverse Supplier need only obtain Certification from one of the Third-Party Certifying Agents in order to be a Certified Diverse Supplier for purposes of this MOU.

2.2.1. A business enterprise that has not obtained Certification from a Third-Party Certifying Agent pursuant to Section 2.1 shall qualify as a Diverse Supplier, provided that it certifies to the Utility, in writing and under penalties of perjury, that it meets the definition of a Diverse Supplier. Unless Section 2.2.2 applies, this exemption from the requirements of Section 2.1 shall be limited to one year from the date of execution of the MOU, or the date of the first invoiced spend, whichever occurs later.

2.2.2. A business enterprise that receives less than \$25,000 in annual gross revenues from the Utility that has not obtained Certification from a Third-Party Certifying Agent pursuant to Section 2.1 shall qualify as a Diverse Supplier, provided that it certifies to the Utility, in writing and under penalties of perjury, that it meets the definition of a Diverse Supplier.

2.3. The Utility may specify that it will only accept Certification from specific Third-Party Certifying Agents.

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- 2.4. A Third-Party Certifying Agent's auditing and verification program shall preclude the need for the Utility to audit and verify the status of the Diverse Suppliers with which it does business.

3. Utility Implementation

The Utility's Diverse Supplier program shall be designed to ensure that Diverse Suppliers are encouraged to become potential suppliers of products and services to the Utility subject to this MOU. Nothing in this MOU requires the Utility to utilize set-asides, preferences, or quotas.

3.1. Internal Utility Program Development

The Utility shall maintain a staff to provide overall Diverse Supplier program direction and guidance and to implement Diverse Supplier program requirements.

3.2. External Outreach

The Utility shall implement an outreach program to inform and recruit Diverse Suppliers to apply for procurement contracts.

- 3.2.1. The outreach activities depend on the Utility's size, service territory, and specific lines of business. However, the Utility shall at a minimum:

- (1) Actively seek out opportunities such as hosting events like Vendor Day; Industry Outreach and Networking; How to Do Business Meetings and Pre-Bid conferences for projects to identify Diverse Supplier contractors and to expand Diverse Supplier source pools.

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- (2) Actively support the efforts of organizations experienced in the field who promote the interests of Diverse Supplier contractors such as the National Minority Supplier Development Council, the Women's Business Enterprise National Council, the United States Hispanic Chamber of Commerce, the United States Black Chamber of Commerce, the Small Business Administration, the United States Pan-Asian Chamber of Commerce, National Utilities Diversity Council, American Council of Engineering Companies, National Utility Contractors Association and others.
- (3) Host a quarterly internal orientation and networking presentation to work with Diverse Supplier contractors to facilitate events to develop relationships with utility staff and explain utility qualification requirements, bid and contracting procedures, material requirements, invoicing and the payment schedules and other procurement practices and procedures for contracting opportunities. For the duration of the COVID 19 pandemic, the utilities should commit to hosting virtual events for safety.
- (4) At the request of any unsuccessful Diverse Supplier bidder, if disclosure would not violate the proprietary nature of the request for bid proposal or other contracting process or internal process, provide general information concerning the range of differences between the Diverse Supplier contractor's bid as contrasted with the successful bid. Information on additional selection criteria, such as

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warranty periods, maintenance costs, and delivery capability, shall be provided when requested if disclosure would not violate the proprietary nature of the request for bid proposal or other contracting process or internal process or, to the extent possible, specific contract elements. The Utility need not provide this information in the event that only two companies (including the Diverse Supplier) bid on the contract.

- (5) To the extent possible, to offer the best opportunity for success the Utility will include Diverse Suppliers in Utility requests for proposals and contract/purchase opportunities as they become available for public release.
- (6) When efficient or cost-effective, encourage employees involved in submitting specifications for Utility procurements to unbundle and break apart purchases and contracts to accommodate the inclusion of Diverse Suppliers based on their capabilities.
- (7) Summarize the Utility's Diverse Supplier Program in the Utility's outreach and marketing program literature submitted to vendors and the business community. Such summaries shall state that the Diverse Supplier will be furnished a complete copy of this MOU upon request. Such summaries shall encourage the participation of Diverse Suppliers as Prime Contractors and Subcontractors, where appropriate.

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- (8) Encourage all Prime Contractors to attend Utility planned networking and vendor outreach events to develop and maintain relationships with Diverse Supplier Subcontractors.
- (9) Encourage cooperation between non-Diverse Supplier and Diverse Supplier contractors such as matching events and other growth opportunities.
- (10) Work to maximize the retention of Diverse Supplier contractors so that the Utility's procurement planning and supply chain management program articulates the Goal of building sustainable and reliable service delivery by the Diverse Supplier to the Utility or the Prime Contractor for the life of the contract.

3.3. Subcontracting Program

The Utility may establish and maintain a subcontracting program for the purpose of encouraging its Prime Contractors to utilize Diverse Supplier Subcontractors.

3.3.1. The subcontracting program shall serve as an enhancement to, and not as a replacement for, the Utility's Diverse Supplier Prime Contractor outreach program.

3.3.2. To the extent subcontracting is permitted under the Prime Contract, the subcontracting program generally applies to the following:

- (1) Purchases/contracts exceeding \$550,000 for products and services;
- (2) Construction contracts exceeding \$1,000,000 and

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(3) Purchases/contracts which offer Diverse Supplier subcontracting opportunities, regardless of value, when deemed appropriate by the Utility.

3.3.3. The Utility shall encourage and assist, where reasonable, its Prime Contractors to develop plans to increase the utilization of Diverse Suppliers as Subcontractors.

3.3.4. The Utility shall incorporate in its requests for bid proposals and other appropriate procurement documents related to procurement efforts subject to the subcontracting program, a statement similar to the following:

"It is the policy of the Utility that Diverse Suppliers shall have the maximum practicable opportunity to participate in the performance of contracts. However, this policy shall not be used to exclude qualified non-Diverse Suppliers from participating in Utility contracting."

(1) The awarded Prime Contractor shall agree to use his or her best efforts to carry out this policy in the award of subcontracts (to the extent subcontracting is permitted) to the fullest extent consistent with the efficient performance of this contract.

3.3.5. The Utility is encouraged to inform suppliers of products and services that ' good faith efforts to subcontract with Diverse Suppliers may be considered in the bid evaluation process. A statement to that effect may be included in all appropriate procurement documents.

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3.3.6. The Utility shall include in its annual plan a description of future plans for encouraging Prime Contractors to engage Diverse Supplier Subcontractors in all procurement categories covered by this MOU which provide subcontracting opportunities.

3.3.7. The Utility shall include (as a separate category) spend with Diverse Supplier Subcontractors in its Annual Report.

4. Diverse Supplier Complaint Process

4.1. The Utility shall maintain a process for receiving and reviewing Diverse Supplier procurement-related Complaints.

4.2. The Commission notes that it does not exercise jurisdiction over the Diverse Supplier procurement-related Complaints.

5. Goals

5.1. For Calendar year 2021, Pepco's goal for diverse spend as a percentage of total utility procurement is 25.0%. For Certified Business Enterprises, spend as a percentage of total utility procurement is 3%. The Utility shall set substantial and verifiable Short-Term, Mid-Term, and Long-Term Goals for the utilization of Diverse Suppliers in its Annual Plan, as provided under Section 7, keeping in mind that the Goal of this voluntary MOU is to facilitate and encourage maximizing competitive contract awards to Diverse Suppliers of the total dollars spent, including District of Columbia spend, on all Utility contracts, subcontracts and purchase orders covered by this MOU. This goal-setting process may include specific Goals for women, minority, LGBT and veteran owned and

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service-disabled-veteran-owned business enterprises. For not for profit entities, the Utility shall make its best efforts to advance opportunities for contracting.

5.1.1 This section intentionally omitted.

5.1.2. The first year of reporting will establish the benchmark for setting future Short-Term, Mid-Term, and Long-Term Goals and plans.

5.2. The Utility shall consider the following factors in setting its Goals:

5.2.1. Total Utility purchasing and/or contracting projections;

5.2.2. Availability of Diverse Suppliers and competitiveness throughout the Utility's service territory and the United States;

5.2.3. Market dynamics based on historical data and trends; and

5.2.4. Other appropriate factors which would increase the Diverse Suppliers' share of Utility business.

5.3. A Utility may only exclude those products and services, and the corresponding expenditures, contained on Schedule I to this MOU, from its total amount of dollars spent on procurement. Goods and services are included on Schedule I because they are non-sourceable (payments the Utility makes where there is no opportunity to source, e.g., taxes, permits and fees), are subject to a regulated purchase process, or because the Utility has otherwise persuaded the Commission that it is appropriate to include those goods and services on Schedule 1.

5.3.1. Future proposed additions to Schedule I shall be made by the Utilities and included at the Commission's discretion.

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- 5.3.2. The Utility and the Commission shall review Schedule 1, as necessary, for the express purpose of determining whether any of the goods and services should be removed from Schedule 1.
- 5.3.3. The Utility may exclude from its total amount of dollars spent on procurement any dollars spent on contracts in effect at the time of the execution of this MOU that have a remaining term of two (2) or more years.
- 5.4. Overall program Goals shall be expressed in dollar amounts and as a percentage of total dollars spent by the Utility on goods and services covered by this MOU.
- 5.5. The Utility shall make good faith efforts to increase utilization and encourage entry into the marketplace of Diverse Suppliers in product or service categories where there has been low utilization of Diverse Suppliers, such as legal and financial services, public relations and government affairs, and areas that are considered technical in nature.
- 5.6 The Utility shall make good faith efforts regarding workforce diversity and development to encourage more opportunities for Diverse Suppliers and Certified Business Enterprises including incorporating training programs such as the DC Infrastructure Academy to prioritize training and employing District residents, utilizing mentor/mentee programs to help ensure successful employment with the utility or diverse supplier, and defining employment requirements without creating unnecessary barriers.
- 5.6. The Utility shall report its Goals in its annual plan.

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6. Annual Report

- 6.1. The Utility shall file its Annual Report on its Diverse Supplier Program with the Commission's Secretary, by March 31 of each year, beginning in 2021, for the previous calendar year.
- 6.2. The Annual Report shall contain at least the following elements:
 - 6.2.1. A description of Diverse Supplier program activities engaged in during the previous calendar year. This description shall include both internal and external activities.
 - 6.2.2.
 - a. An overall summary of total Diverse Supplier spend, and District of Columbia spend, with breakdowns by diverse suppliers, compared with total Utility dollars spent on goods and services covered by this MOU.
 - b. A summary of total Diverse Supplier spend, and District of Columbia spend, by NAICS Code, with breakdowns by Diverse Suppliers within each NAICS Code, compared with total Utility dollars spent within that NAICS Code on goods and services covered by this MOU.
 - c. A comparison of (1) the actual dollars spent with Minority Business Enterprises, Women Business Enterprises, Service- Disabled Veteran Enterprises, Not-for-Profits and District of Columbia CBEs on goods and services covered by this MOU with (2) the Goals for each type of business enterprise set pursuant to Section 5.1.

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d. Throughout this MOU, the Utility shall report its spend, such that each dollar spent may only be reported once in the category section of MBE, WBE, VBE, SDVBE, LGBT Not-for-Profit and once in each District of Columbia CBE section.

6.2.3. A description of progress in meeting or exceeding set Goals and an explanation of any circumstances that may have caused the Utility to fall short of or exceed its Goals. The Utility shall include a comprehensive discussion and detailed description of any efforts made to recruit Diverse Suppliers of products or services in areas that are traditionally underserved by Diverse Suppliers. The Utility may also explain in detail in its annual report how its ability to meet its Diverse Supplier Goals is affected because Diverse Suppliers capable of supplying certain products and services are unavailable or uncompetitive.

6.2.4. A description of Prime Contractor utilization of Diverse Supplier Subcontractors.

6.2.5. A list identifying each Diverse Supplier and District of Columbia Based Certified Business Enterprise (CBE) that received payment for contract products/service for the reporting year, the NAICS Code(s) for the products/services provided, and the dollar amount paid to the vendor for the reporting year.

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- 6.2.6. A description of any efforts made to recruit Diverse Suppliers of products or services in NAICS Code categories where Diverse Supplier utilization has been low, such as legal, accounting, auditing, underwriting, technology, testing, research and development, construction, demolition, financial services, public relations and government affairs, and other venture areas that are considered highly technical in nature.
- 6.2.7 A list identifying Local, Small and Disadvantaged District of Columbia based CBE vendors that received payments for Professional Services covered by this MOU for the reporting year, the product/service provided, the total Non CBE District of Columbia based professional services vendors, and a comparison of the breakdown. The Utility should, if able, explain the fluctuation in percentage changes between the years.
- 6.2.8. The Utility shall retain all documents and data it relies on in preparing its Diverse Supplier annual report for the longer of either three (3) years or in conformance with the Utility's individual document retention policies, and shall provide these documents and data to the Commission upon request.
- 6.3. This MOU is not intended to permit erosion of Diverse Supplier programs and reporting presently engaged in by the Utility.

MEMORANDUM OF UNDERSTANDING

6.4. Nothing in this MOU shall prohibit the Utility from breaking down specific categories further than presently required (for example, reporting dollars spent with Filipino Americans separately from those spent with Asian Pacific Americans or reporting male and female results within minority-owned classifications).

6.5. The Utility will also provide a breakdown of spend for District of Columbia suppliers consistent with the designated categories in the District of Columbia Code. This breakdown will include for District of Columbia suppliers an accounting of those who are Certified Business Enterprises (CBEs), defined as businesses certified by the Department of Small and Local Business Development as follows: Disadvantaged Business Enterprises (DBEs), Local Business Enterprises (LBEs), Longtime Resident Business (LRBs), Resident owned Business (ROBs), Development Enterprise Zone (DZE) and Small Business Enterprises (SBEs) as defined by the District of Columbia Code and the District of Columbia Small and Local Business Development office.

6.6 The Utility will provide a description of its annual efforts related to workforce development and diversity.

7. Annual Plan

The Utility shall file its Annual Plan, as described in this Section 7, with the Commission's Secretary on March 31 following the beginning of its fiscal year, beginning in 2012.

7.1. The Annual Plan shall contain at least the following elements:

7.1.1. Short-, Mid-, and Long-Term Goals set as required by Section 5,

MEMORANDUM OF UNDERSTANDING

- 7.1.2. A description of Diverse Supplier program activities planned for the next calendar year. This description shall include both internal and external activities;
- 7.1.3. Plans for recruiting Diverse Suppliers of products or services where Diverse Supplier utilization has been low, such as legal and financial services, and areas that are considered highly technical in nature;
- 7. 1.4. Plans for seeking and/or recruiting Diverse Suppliers of products or services where Diverse Suppliers are currently unavailable; and
- 7.1.5. Plans for encouraging Prime Contractors to engage Diverse Suppliers in subcontracts in all categories which provide subcontracting opportunities.

8. Hearing

8.1. The Commission may hold a legislative-style hearing on the Utility's Annual Report and Annual Plan in the second quarter of the year.

9. Jurisdiction and Authority

The Utility has entered into this MOU voluntarily. Nothing herein will be construed as bestowing jurisdiction, not otherwise conferred by applicable law, upon the Commission in those subject areas encompassed by the MOU; nor will the signing of this MOU constitute or be construed as a waiver of the Utility's right to legally challenge the Commission's jurisdiction or statutory authority in the future should the Commission assert such jurisdiction or authority over the subject matter herein.

MEMORANDUM OF UNDERSTANDING

10. No Additional or Private Rights Created

Nothing herein will be construed as creating, either directly or indirectly, a private right or remedy for any person not a party to this MOU. Furthermore, nothing herein will be construed as creating or imposing either directly or indirectly upon any party to this MOU, a legal or contractual duty or obligation not otherwise imposed by existing law.

11. Termination

As the Commission and the Utility have entered into this MOU voluntarily, either the Commission or the Utility may terminate this MOU at any time by providing written notice of such termination to the other. Notwithstanding any such termination of the MOU, if the Commission or the Utility obtained any confidential or otherwise proprietary information from the other through any process facilitated by the MOU prior to its termination, then the Commission or the Utility shall continue to preserve the confidentiality and proprietary nature of such information following the termination to the same extent as if the MOU had not been terminated.

MEMORANDUM OF UNDERSTANDING

12. Signatures

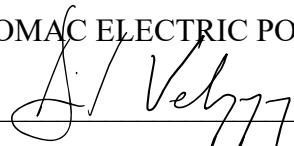
This Memorandum of Understanding is entered into this 25th day of March, 2021,
by the undersigned parties.

PUBLIC SERVICE COMMISSION OF
THE DISTRICT OF COLUMBIA

By: 

Chairman

POTOMAC ELECTRIC POWER COMPANY

By: 

President & CEO - Pepco Holdings

Schedule 1

Non-sourcable Spend Categories:

Board of Director's fees
Employee medical benefits
Employee tuition aid benefits
Employee benefits, other
Employee garnishments
Employee payroll
Employee reimbursements
Claims
Contributions
Electric power interchange
Energy rebates
Organization membership dues
Philanthropic contributions
Tax payments, all
Utilities, telephone, electricity, water
Voucher transfers
Business travel expenses
Permits and fees
Freight charges on invoices
Payments to government entities
Pipeline transmission
Purchases from affiliates
Natural gas capacity contracts
Dividend payments
Payments to subsidiary operations
Rail Transportation
Standard Offer Service Procurement
Purchase or lease of real property
Purchase of carbon credits
Network access or other communications intercarrier compensation (any mode)

Section 2

STATE/ ASSOCIATION

CERTIFYING ORGANIZATION

Alabama	State of Alabama
Alabama	Birmingham Airport Authority
Alabama	South Regions Minority Business Council
Alabama	Alabama Department of Transportation (ALDOT)
Alaska	Alaska DOT
Arizona	State of Arizona
Arizona	City of Phoenix
Arizona	City of Tucson
Arizona	Arizona DOT
Arizona	Grand Canyon Minority Supplier Development Council
Arkansas	Arkansas DOT
Arkansas	State of Arkansas
Arkansas	Arkansas Department of Economic Development
Arkansas	Arkansas Regional Minority Supplier Development Council
California	California San Francisco Bay Area Rapid Transit (BART)
California	City of San Francisco
California	City of Sacramento
California	Bay Area Rapid Transit (BART)
California	Contra Costa County
California	Los Angeles County
California	Los Angeles County Metropolitan Transportation Authority (LA MTA)
California	City of Los Angeles
California	City of Oakland (CA Oakland)
California	Port of Oakland
California	Caltrans (California Unified Certification Program)
California	California Public Utilities Commission (CPUC)
California	Southern California Metropolitan Transit Authority (MTA)
California	Department of General Services Certified Disabled Veteran Enterprises
California	Southern California Minority Business Development Council
California	Northern California Supplier Development Council
California	Greater San Diego Business Development Council
Colorado	Regional Transportation District
Colorado	Colorado DOT
Colorado	City and County of Denver
Colorado	State of Colorado Office of Economic Development and International Trade
Colorado	Rocky Mountain Minority Supplier Development Council

Section 2

Connecticut	Connecticut Department of Administrative Services (DAS)
Connecticut	City of Hartford
Connecticut	Connecticut DOT
Connecticut	Connecticut Minority Supplier Development Council
Delaware	State of Delaware
Delaware	City of Wilmington
District of Columbia	Washington Metropolitan Area Transit Authority
District of Columbia	Washington Metro Airport Authority
District of Columbia	DSLBD
District of Columbia	Maryland/DC Minority Supplier Development Council
Florida	Miami-Dade County
Florida	City of Miami
Florida	State of Florida
Florida	South Florida Water Management District
Florida	City of Ft. Lauderdale
Florida	City of Tampa
Florida	Orange County
Florida	Duval County 5school District
Florida	Lee County Port Authority (LCPA)
Florida	Lee County
Florida	Hillsborough County
Florida	Hillsborough County Aviation Authority at Tampa Airport
Florida	City of Tallahassee
Florida	City of Orlando
Florida	Greater Orlando Aviation Authority
Florida	Jacksonville Transportation Authority
Florida	Jacksonville Electric Authority
Florida	Jacksonville Port Authority
Florida	City of Jacksonville
Florida	Florida DOT
Florida	Florida Regional Minority Business Council (Miami)
Florida	Florida Minority Supplier Development Council (Orlando)
Florida	School Board of Broward County
Florida	Broward County
Florida	The North Broward Hospital District
Florida	Alachua County
Florida	City of Jacksonville
Florida	Leon County
Florida	Palm Beach County
Florida	THE SCHOOL DISTRICT OF PALM BEACH COUNTY
Florida	City of St. Petersburg

Section 2

Georgia	Georgia DOT
Georgia	City of Augusta
Georgia	City of Atlanta
Georgia	City of Gainesville
Georgia	City of Savannah
Georgia	State of Georgia
Georgia	Fulton County
Georgia	Metropolitan Area Rapid Transit Authority (MARTA)
Georgia	Georgia Minority Supplier Development Council
Hawaii	Hawaii DOT
Idaho	Idaho DOT
Illinois	Chicago Minority Business Development Council
Illinois	State of Illinois (CMS)
Illinois	City of Chicago
Illinois	Cook County
Illinois	Chicago Transit Authority
Illinois	Pace Bus
Illinois	Illinois DOT
Indiana	City of Indianapolis
Indiana	State of Indiana
Indiana	Vanderburgh County/City of Evansville
Indiana	City of Ft. Wayne
Indiana	Indiana Regional Minority Supplier Development Council
Iowa	Iowa DOT
Iowa	State of Iowa Targeted Small Business Certification program (Iowa TSB)
Kansas	Kansas DOT
Kansas	Kansas Department of Commerce
Kentucky	City of Louisville
Kentucky	Louisville Metro
Kentucky	Commonwealth of Kentucky
Kentucky	Kentucky DOT
Louisiana	Louisiana/Dept. of Economic Development
Louisiana	Louisiana/Division of Small & Emerging Business Development
Louisiana	The State of Louisiana's Unified Certification Program
Louisiana	City of Shreveport
Louisiana	City of New Orleans
Louisiana	Louisiana Minority Business Council
Maine	Maine DOT
Maryland	Maryland DOT
Maryland	Anne Arundel County
Maryland	Howard County

Section 2

Maryland	City of Baltimore
Maryland	Maryland/DC Minority Supplier Development Council
Massachusetts	Mass Housing
Massachusetts	State of Massachusetts (SOWMBA)
Massachusetts	City of Boston
Massachusetts	City of Cambridge
Massachusetts	New England Supplier Development Council
Michigan	City of Detroit
Michigan	City and County of Kalamazoo
Michigan	City of Grand Rapids
Michigan	Washtenaw County
Michigan	Genesee County
Michigan	Wayne County
Michigan	Michigan Minority Business Development Council
Michigan	Michigan DOT
Minnesota	City of Minneapolis
Minnesota	Minnesota United Certification Program
Minnesota	Minnesota Department of Administration, Materials Management Division (MN MMD)
Minnesota	State of Minnesota
Minnesota	Minnesota Minority Supplier Development Council
Mississippi	Mississippi DOT/Unified Certification Program
Mississippi	Mississippi Development Authority (MS MDA)
Missouri	Kansas City Minority Supplier Council
Missouri	State of Missouri
Missouri	Missouri DOT
Missouri	City of St. Louis
Missouri	City of Kansas City
Missouri	Missouri UCP (MRCC)
Missouri	Missouri Office of Administration, Office of Supplier and Worker Diversity (OSWD)
Missouri	St. Louis Minority Business Council
Missouri	Metro
Montana	Montana DOT
Nebraska	State of Nebraska
Nebraska	City of Omaha
Nebraska	Nebraska Department of Economic Development
Nebraska	Nebraska Department of Roads
Nebraska	Great Plains Minority Supplier Development Council
Nevada	Nevada DOT
Nevada	Airport Authority of Washoe County

Section 2

Nevada	Nevada Minority Purchasing Council
New Hampshire	New Hampshire DOT
New Jersey	New Jersey DOT
New Jersey	Port Authority of New York and New Jersey
New Jersey	New Jersey UCP (NJ UCP)
New Mexico	New Mexico State Highway and Transportation Department
New York	Port Authority of New York and New Jersey
New York	Suffolk County Women's Business Coalition
New York	State of New York
New York	Erie County/City of Buffalo Joint Certification
New York	Westchester County
New York	Niagara Frontier Transportation Authority
New York	City of New York
New York	City of Albany
New York	Dormitory Authority of the State of New York
New York	City of Buffalo-Office of Urban Initiatives
New York	Metropolitan Transportation Authority
New York	New York DOT
New York	Minority Supplier Development Council of New York and New Jersey
New York	Upstate New York Regional Minority Purchasing Council
North Carolina	City of Durham
North Carolina	City of Raleigh
North Carolina	City of Charlotte
North Carolina	City of Greensboro
North Carolina	City of Winston-Salem
North Carolina	Cumberland County
North Carolina	North Carolina DOT
North Carolina	State of North Carolina
North Carolina	Raleigh-Durham Airport Authority
North Carolina	City of Asheville
North Carolina	Ashville-Buncombe Office of Minority Affairs
North Carolina	Carolinas Minority Supplier Development Councils
North Dakota	North Dakota DOT
Ohio	State of Ohio
Ohio	City of Cleveland
Ohio	Ohio DAS Equal Opportunity (OH DAS)
Ohio	Ohio UCP
Ohio	Ohio DOT
Ohio	Cuyahoga County
Ohio	City of Columbus
Ohio	City of Cincinnati

Section 2

Ohio	Greater Cleveland Regional Transit Authority
Ohio	South Central Ohio Minority Business Council
Ohio	Northern Ohio Minority Business Council
Oklahoma	Oklahoma DOT
Oklahoma	Oklahoma Minority Supplier Development Council
Oklahoma	City of Tulsa
Oregon	State of Oregon
Oregon	Oregon Office of Minority, Women, and Emerging Small Business (OMWESB)
Pennsylvania	Minority Supplier Development Council of PA-NJ-DE
Pennsylvania	Pittsburgh Regional Minority Purchasing Council
Pennsylvania	PA Unified Certification (PA UCP)
Pennsylvania	Southeastern Pennsylvania Transportation Authority (SEPTA)
Pennsylvania	Pennsylvania Department of General Service (PADGS)
Pennsylvania	Delaware River Port Authority (DRPA)
Pennsylvania	State of Pennsylvania
Pennsylvania	City of Philadelphia
Pennsylvania	Allegheny County
Pennsylvania	Port of Allegheny County
Pennsylvania	Pennsylvania DOT
Puerto Rico	Puerto Rico Supplier Development Council
Puerto Rico	Puerto Rico Highway and Transportation Authority
Rhode Island	State of Rhode Island
Rhode Island	RI.gov
Rhode Island	Rhode Island Department of Transportation (RIDOT)
South Carolina	State of South Carolina
South Carolina	City of Charleston
South Carolina	Greenville County Schools Building Program
South Carolina	South Carolina DOT
South Carolina	scminoritybusiness.net
South Dakota	South Dakota Department of Transportation
Tennessee	Tennessee Minority Supplier Development Council
Tennessee	Tennessee DOT
Tennessee	Tennessee.gov
Tennessee	Knox County
Texas	State of Texas HUB program
Texas	North Central Texas Regional Certification Agency (NCTRCA)
Texas	City of Houston
Texas	City of Austin
Texas	City of Corpus Christi
Texas	City of Fort Worth
Texas	Texas DOT

Section 2

Texas	South Central Texas Regional Certification Agency (SCTRCA)
Texas	Dallas/Ft. Worth Minority Business Development Council
Texas	Houston Minority Business Council
Texas	Central & South Texas Minority Business Council
Utah	Utah DOT
Utah	Utah Supplier Development Council (USDC)
Vermont	Vermont DOT
Vermont	Vermont Facilities Engineering Decision (VT DEC)
Virginia	Commonwealth of Virginia
Virginia	Virginia Unified Certification Program (VA UCP)
Virginia	Virginia DOT
Virginia	City of Newport News
Virginia	City of Richmond
Virginia	City of Hampton
Virginia	Virginia Minority Supplier Development Council
Washington	Washington State Office of Minority & Women's Business Enterprises (OMWBE)
Washington	Northwest Minority Business Council
West Virginia	State of West Virginia
West Virginia	West Virginia Small Business Development Center (WVSBDC)
Wisconsin	Milwaukee County
Wisconsin	Dept. of Administration/Dept of Commerce
Wisconsin	City of Milwaukee
Wisconsin	Wisconsin DOT
Wisconsin	City of Madison
Wisconsin	Dane County
Wisconsin	Wisconsin Supplier Development Council
Wyoming	Wyoming Department of Transportation (WYDOT)
ASDV	Association for Service Disabled Veterans
HBCU	Historically Black Colleges and Universities
NGLCC	National Gay Lesbian Chamber of Commerce
NMSDC	National Minority Supplier Development Council and Affiliate Network
NNABD	National Native American Business Directory
OSDBU	Office of Small and Disadvantaged Business Utilization SDB, 8A, HUB Zone, SDVet, Veteran (Pro-Net) (System for Awards Management of SAM.gov)
SBA	
VA	United States Department of Veteran's Affairs, Center for Veterans Enterprise
WBENC	Women's Business Enterprise National Council and Regional Partners

CERTIFICATE OF SERVICE

I hereby certify that a copy of Potomac Electric Power Company's Annual Supplier Diversity Report was served this March 31, 2021 on all parties in Formal Case No. 1119 by electronic mail.

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/s/ Dennis P. Jamouneau _____

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