



An Exelon Company

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March 29, 2013

## **PUBLIC VERSION**

### ***Via Electronic Filing***

David J. Collins, Executive Secretary  
Public Service Commission of Maryland  
William Donald Schaefer Tower  
6 St. Paul Street, 16<sup>th</sup> Floor  
Baltimore, MD 21202-6806

**Re: PC 16**  
**2012 Supplier Diversity Annual Report**

Dear Mr. Collins:

Enclosed for filing in the above-referenced matter, please find the 2012 Supplier Diversity Annual Report of Baltimore Gas and Electric Company (the "Company"), which was electronically filed on this date. Attachments B and D are CONFIDENTIAL, and have been removed from this filing. Please note that 10 copies of the CONFIDENTIAL version of this filing will be submitted under separate cover and should not be made part of the public record.

The Company will hand deliver an original and 17 copies of this document by noon on the next business day in accordance with Commission guidelines for electronic filing. The Maillog number assigned to this filing will be indicated above for your reference.

Respectfully submitted,

/s/ *Kimberly A. Curry*

Kimberly A. Curry

KAC:jdb

Enclosure

## **PUBLIC VERSION**

### **SUPPLIER DIVERSITY PROGRAM 2012 ANNUAL REPORT**

**SUBMITTED TO:** Mr. David Collins  
Executive Secretary  
Maryland Public Service Commission  
6 St. Paul Street, 16<sup>th</sup> Floor  
Baltimore, Maryland 21202

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**DATE:** March 29, 2013



An Exelon Company

# Supplier Diversity Program

## Annual Report 2012



March 29, 2013



An Exelon Company

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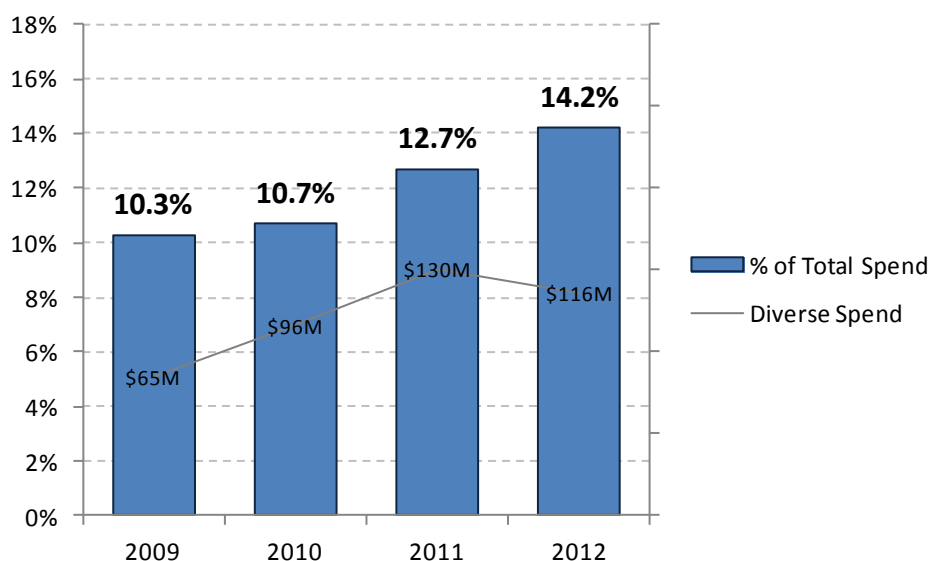
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## 1.0 EXECUTIVE SUMMARY

In 2012, Baltimore Gas and Electric Company (BGE), and parent company Exelon's commitment to diverse business empowerment exceeded its MOU Supplier Diversity Program goal of 14 percent. Together, through careful planning and a concerted effort to integrate BGE's successes in managing supplier diversity with Exelon's advanced Diverse Business Empowerment (EDBE) strategy, BGE spent \$116 million with certified diverse suppliers. This sum equals 14.2 percent of the total procurable expenditures of \$816M. For four successive years, BGE has met or exceeded its MOU annual percentage goal. The Table below provides figures demonstrating BGE's advancing the inclusion of diverse suppliers over four years from 10.3 percent to 14.2 percent of the total procurable spend.

**Supplier Diversity Trend**



The 2012 total procurable spend of \$816M is below 2011 levels due to a decline in natural gas prices. Specifically, in 2012, BGE total expenditures for gas decreased from \$272M to \$160M, a \$112M or 41 percent decrease from 2011. Similarly, 2012 expenditures with diverse suppliers for gas decreased from \$42M to \$25M, representing a directly proportional \$17M, or 40 percent decrease from 2011.

Throughout the year BGE conducted a comprehensive review of categories of goods and services, and the corresponding expenditures, contained on Schedule 1 of the MOU. This process was to ensure that every opportunity for legacy BGE diverse suppliers and potentially new diverse suppliers would have the maximum opportunity to participate in post merger sourcing events across Exelon companies. The newly integrated processes of BGE and Exelon were successful in promoting synergies across the entire enterprise while maintaining strict adherence to the terms and conditions of the MOU. As a result of the review, BGE removed approximately \$73M of 2012 procurement expenditures for products and services specifically excluded by Section 5.4 of the MOU (i.e., energy rebates, payments to government entities, and postage) from the 2012 BGE total procurable spend calculation. The removal of these

excludable funds resulted in an accounting of diverse supplier expenditures that is consistent with Section 5.4.

The Table below provides figures for total and diverse spend for the calendar year 2012.

	2012	
Total BGE Spend	\$816M	-
Minority (MBE)	\$57.9M	7%
Women (WBE)	\$54.5M	6.7%
Service Disabled Veteran (SDVBE)	\$4.0M	.5%
<b>Total</b>	<b>\$116.4M</b>	<b>14.2%</b>

## 2.0 PROGRAM ACTIVITIES

### 2.1 Internal Activities

#### Exelon Diverse Business Empowerment Impact of the Exelon and Constellation Merger

On March 12, 2012, Exelon Corporation and Constellation announced the completion of their merger, which created the leading U.S. competitive energy provider with one of the industry's cleanest and lowest-cost power generation fleets, and one of the largest retail customer bases in the nation. The new Exelon economies of scale result in greater economic opportunities, enhanced competitive position of Exelon and its diverse suppliers, and the increased potential for mutual benefit.

The focus on supplier diversity remains a corporate priority. Subsequent to the merger, Exelon's EDBE process remains one designed to identify high potential diversity certified businesses and assist in growing these companies to regionally and nationally competitive positions. Exelon has already seen positive effects to the EDBE process directly related to the merger. Exelon's diverse suppliers can now provide goods and services to an additional Exelon utility, with all 3 headquartered in three of the nation's largest and most ethnically diverse cities (Baltimore, Chicago and Philadelphia). Managing the first full calendar year of 2013 supplier diversity initiatives, BGE/Exelon believes that the combined economies of scale and geographic expansion should create additional contracts and new customer opportunities for regional diverse suppliers.

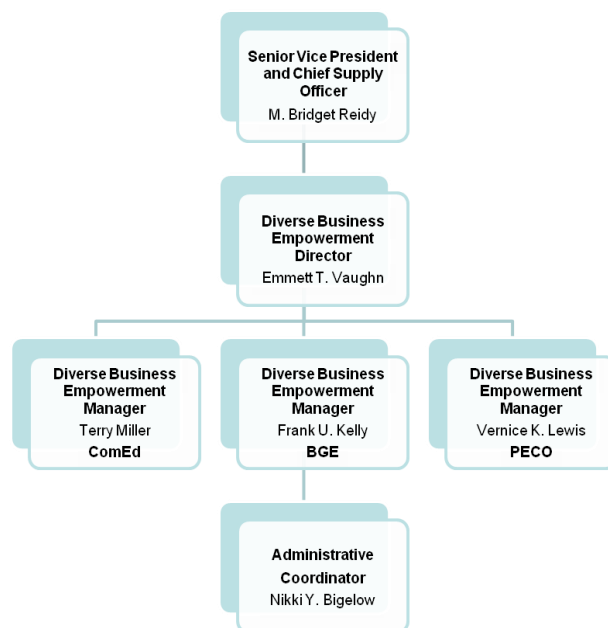
#### Executive Support

Achievements in EDBE process are not possible without the leadership of Exelon's senior executives, the guidance of the Board of Directors and the commitment of Exelon employees. As with all key areas of our business, Exelon's senior executives measure our performance against diversity metrics in support of our corporate culture. Meeting diversity goals is not a one-time event, but a continuous and proactive process of defining, measuring, managing, evaluating and rewarding.

### **EDBE Department Staffing**

To support the BGE Supplier Diversity Program and EDBE process management, Exelon has a director-level manager reporting to the Senior Vice President and Chief Supply Officer who is accountable for leading the execution of the corporate EDBE strategy. Additional resources include:

- Three manager level employees working on all aspects of the supplier diversity process.
- A shared business analyst and a full-time administrative staff person for data and communication support, respectively.
- Supply category managers who are measurably accountable champions for the EDBE process throughout the sourcing organization, and are responsible for the inclusion of diverse suppliers in the sourcing process.
- BGE has continued to increase the leadership participation in its diversity champions' initiative to create greater awareness of BGE's Supplier Diversity Program, with enhanced communications and a network of internal "champions" within all departments to increase diverse spend each year.



### **Enhanced Supplier Diversity Participation in the Sourcing Process**

EDBE processes are integrated into the day-to-day operations of Supply. The Supply leadership team requires sourcing professionals to collaborate with the EDBE Office to identify appropriate sourcing opportunities and potential diverse suppliers for the sourcing events managed by Supply. Timely communication with the EDBE Office allows for efficient research of best-in-class diverse suppliers throughout a national network, facilitating opportunities to increase diverse spend across the company. Key process steps include:

- Actively sharing bid opportunities with the EDBE Office, which in turn researches and pre-qualifies diverse suppliers to participate in sourcing events;
- Coordinating efforts to assist with goal-setting, ensuring co-ownership of supplier diversity goals;
- Ensuring that EDBE information is communicated to internal clients in the Exelon operating companies and to external, non-diverse contractors for utilization of diverse subcontractors;
- Regular reporting of EDBE progress to operating company leadership; and
- Reviewing current contracts to ensure maximized diverse supplier opportunities.

### **Policies and Procedures**

A critical element of process oversight and governance of sourcing activity is to establish and reinforce policies and procedures. As a result, Exelon has a specific sourcing procedure governing supplier diversity, which is part of Supply's Management Model. This procedure provides sourcing professionals with the EDBE mission, vision and goals, identifies the roles of sourcing and EDBE professionals, and illustrates the key processes necessary to make the EDBE program successful.

In 2012, the EDBE Office implemented new processes and systems to more effectively capture diversity data, and continue to improve the line of site for each business unit. For example, in 2012, Exelon implemented a new diverse T2 (diverse subcontractor) reporting system. The new system allows Exelon to consolidate and standardize diverse subcontractor reporting efforts as a result of the recent merger with Constellation and the integration of its companies.

In addition, the EDBE Office created a specific training module for category managers and other sourcing professionals that highlights the process and reporting enhancements and illustrates the integration of EDBE processes with the overall Exelon Management Model.

These EDBE policies and procedures allow Exelon to continuously improve and grow its EDBE process.

### **Process Quality Benchmarks**

The EDBE Office conducts regular benchmarking of best practices among its industry peers' supplier diversity programs, as well as with leading supplier diversity advocacy organizations such as:

- The National Minority Supplier Development Council's (NMSDC) Best Practice Task Force & NMSDC Utility Industry Professionals Group
- Maryland Utility Forum on Supplier Diversity
- The Conference Board's Supplier Diversity Leadership Council
- National Association of Regulatory Utility Commissioners – Utility Marketplace Access Program (UMAP)

### **Web Presence**

The following enhancements have also been made to the "Effective Business Partnership – Supplier Diversity" website to reflect advancements in the EDBE process:



- Created an EDBE Office e-mail, phone number, and upgrades to the website to assist diverse supplier registration.
- Updated the pre-qualification diverse supplier questionnaire.
- Coordinated site design and information to better align with corporate diversity and inclusion web-based information.

## **2.2 External Activities**

### **Outreach**

The EDBE Office encourages BGE to constantly build relationships with diverse suppliers and ensures our active involvement with minority business development and procurement organizations. As a result, BGE shares a large database of qualified suppliers. Our knowledge of diverse suppliers is also enhanced by our participation in local, regional and national diverse supplier advocacy organizations. In 2012, we made improvements in expanding diverse suppliers opportunities in categories in which diverse suppliers were under-represented. The supply sourcing teams worked with regional organizations to leverage their resources and ensure local diverse contractors were positioned for successful participation in future bid opportunities in these categories. The national and regional organizations that BGE works with include:

- Maryland Utility Forum
- Maryland/ DC Minority Supplier Development Council
- Maryland Economic Development Association
- Maryland Chamber of Commerce
- Maryland Governor's Office of Minority Affairs
- Maryland Hispanic Chamber of Commerce
- Service-Disabled Veteran Association
- Maryland Presidents' Round Table
- Maryland/Washington Minority Contractors Association
- Maryland Minority Contractors Association
- Baltimore City Chamber of Commerce
- Baltimore City Mayor's Office of Minority and Women-Owned Business Development
- Edison Electric Institute
- National Association of Regulatory Utility Commissioners –(NARUC-UMAP)
- The National Minority Supplier Development Council
- The Women's Business Enterprise National Council

### **Supplier Development**

In 2012, the EDBE Office held its first T2 Institute at BGE in Baltimore, Maryland. This session was designed to provide prime and diverse suppliers the opportunity to learn nationally recognized "best practices" for building relationships and advancing opportunities for diverse suppliers. To achieve our objectives, we created an environment for strengthening relationships among our participants that

included BGE's VP of Engineering and Project Management, Directors of Strategic Sourcing, Supply Operations, Engineering and Standards, System Protection and Automation, Manager of Material Availability, MD/DC MSDC, President's Round Table, MWMCA, SDVOB, and MMCA, as well as prime suppliers and strong representation of regional best-in-class Maryland and DC diverse suppliers. We reinforced our commitment to supplier diversity and taught our primes how to develop plans to increase the utilization of diverse suppliers as subcontractors. In addition, we shared lessons learned with all of the participants on how to improve the value suppliers deliver to BGE and Exelon moving forward. The T2 Institute was successful in the exchange of information and expressions of corporate commitment to the development, utilization, and growth to an audience of over 100 prime contractors and potential diverse certified subcontractors.

### 3.0 SUMMARY OF TOTAL DIVERSE SUPPLIER SPEND

See Attachment A-1: Supplier Diversity Annual Report of Socially Disadvantaged Groups

See Attachment A-2: Supplier Diversity Annual Report of North American Industry Classification System (NAICS) Codes

See Attachment A-3: Supplier Diversity Annual Report of Goal Comparison

### 4.0 SUPPLIER DIVERSITY PROGRAM EXPENSES

See Attachment B: Supplier Diversity Office Annual Report of Program Expenses

### 5.0 SUPPLIER DIVERSITY PROGRAM PERFORMANCE

#### Performance

In 2012, the spend with Minority, Women, Not-for-Profit, and Service-Disabled Veteran Owned Enterprises was \$116M including natural gas purchases, representing 14.2 percent of overall spend. The following is a breakdown comparing BGE's reported annual 2012 goal with actual performance:

	Actual Diverse Payments	PSC Goal (%)	2012 Actual (%)
<b>Total</b>	<b>\$116M</b>	<b>14.0%</b>	<b>14.2%</b>

For the purchase of natural gas, BGE maintains its commitment to include diverse suppliers. During 2012, BGE purchased natural gas from diverse suppliers, valued at \$25M. As the table below illustrates, diverse gas spend constituted 15.6 percent of the total sourceable gas spend.

	Sourceable Spend	Diverse Payments	2012 Actual (%)
Gas	\$160M	\$25M	15.6%
Non-Gas	\$659M	\$91M	13.8%
<b>Total</b>	<b>\$816M</b>	<b>\$116M</b>	<b>14.2%</b>

### Success

**Contract Award - Service Disabled Veteran-Owned Business** - ARGO Systems, LLC is a CVE Verified Service Disabled Veteran Owned Small Business (SDVOSB). The principals of the company are veterans with greater than 40 years of experience in multiple areas such as: Program Management, Energy, Environmental Engineering, Construction and Information Technology. ARGO Systems' developmental relationship began as a result of focused outreach to SDVOSB. In 2012, the EDBE Office, BGE Strategic Sourcing, the Directors of Substation and Transmissions mentored ARGO System to support their readiness for future bid opportunities. After several months of mentoring, ARGO System was awarded a prime contract to perform grading services for BGE's Maryland Procurement Office (MPO) in November 2012.

### BGE "High-Margin"/Professional Service Firm Strategy

Exelon Corporation's "high-margin strategy" for diverse investment firms has been regarded as an industry best practice over the past five years. Exelon's "high-margin strategy" with diverse suppliers focuses on eight categories of spend in the professional services areas. These categories are: Advertising and Marketing, Business Consulting, Engineering and Technical Consulting, Financial Services, HR Services, IT Professional Services, Legal, and Banking. The high-margin EDBE strategy was undertaken because these businesses typically have higher profit margins and, therefore, have an increased capacity to contribute to community economic development (jobs and community-based organization support). During 2012, Exelon Finance contributed significantly to the "high-margin strategy."

During 2012, minority investment management firms managed \$876M in Exelon corporate assets. Additionally, another 9 minority investment firms participated in or co-managed \$1.3B in corporate bond deals. Included in this year's continuing success were Baltimore based and African American owned Harbor Bank, and Brown Capital Management. Both were added along with Industrial Bank as a function of the completion of the Exelon/Constellation merger and introduction of Exelon's commitment to diverse supplier inclusion in this region.

## **6.0 PRIME CONTRACTORS EFFORTS TO UTILIZE DIVERSE SUBCONTRACTORS**

The results of BGE's efforts to encourage prime contractors to utilize diverse subcontractors resulted in prime suppliers capturing \$37M in T2 spend. Some highlights include:

Prime	Description of Work	2012 Tier 2 Spend
General Cable Industries, Inc	Wire & Cable	\$6.0M
Grid One	Customer Service	\$4.0M
Lewis Tree Services Inc	Vegetation Management	\$4.0M
ICF Resources LLC	Engineering / Technical Consulting	\$4.0M
PHH Vehicle Management Services	Fleet	\$3.0M

## 7.0 DIVERSE SUPPLIER COMPLAINTS

### 7.1 2012 Procurement Related Complaints

See Attachment C: Supplier Diversity Annual Report of Complaints

### 7.2 Review Process for Addressing Complaints

BGE has a process in place in the event a complaint is filed. All complaints are received by the EDBE Director and immediately elevated to senior leadership. The facts of the complaint are investigated by the EDBE Office and all other key stakeholders. Once all data is collected, the EDBE Office will engage the appropriate resources to facilitate a resolution. The decision is discussed with Exelon's SVP & Chief Supply Officer and reported to the appropriate stakeholders.

## 8.0 DIVERSE SUPPLIERS RECEIVING PAYMENTS IN 2012

See Attachment D: Supplier Diversity Annual Report of Vendor Contracts

## 9.0 ATTACHMENTS

- Attachment A-1: Supplier Diversity Annual Report of Socially Disadvantaged Groups
- Attachment A-2: Supplier Diversity Annual Report of North American Industry Classification System (NAICS) Codes
- Attachment A-3: Supplier Diversity Annual Report of Goal Comparison
- Attachment B: Supplier Diversity Annual Report of Program Expenses
- Attachment C: Supplier Diversity Annual Report of Complaints
- Attachment D: Supplier Diversity Annual Report of Vendor Contracts

Public Service Commission of Maryland  
Supplier Diversity Annual Report of Socially Disadvantage Groups  
(MOU Sec. 6.2.2)

Attachment A-1							
Utility Name:		BGE					
For the Reporting Year		2012					
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
Line #	Description	Direct \$	Sub Contract \$	Diverse Supplier Procurement \$	Percentage (%) of Diverse Supplier Procurement	Total Utility Procurement (\$)	Percentage (%) of Diverse Supplier (\$) to Total Utility Procurement
				Cols. ( C ) + (D)	\$/Total Col. (E)		Col. (E) /Col. (G)
	Minority Business Enterprise						
1	African-American	\$19,751,710	\$7,954,420	\$27,706,130	23.79%		3.4%
2	American Indian/Native American	\$3,508,480	\$457,409	\$3,965,888	3.40%		0.5%
3	Asian	\$9,619,788	\$10,230,822	\$19,850,610	17.04%		2.4%
4	Hispanic	\$3,934,358	\$2,446,702	\$6,381,059	5.48%		0.8%
5	Total Minority Business Enterprise	\$36,814,336	\$21,089,352	\$57,903,688	49.71%	\$0	7.1%
6							
7							
8	Women Business Enterprise	\$40,633,757	\$13,902,064	\$54,535,821	46.82%		6.7%
9							
10	Service Disabled Veteran Business Enterprise	\$2,188,269	\$1,856,863	\$4,045,132	3.47%		0.5%
11							
12	Not for Profit Workshops	0.	\$0	\$0	0%		0.0%
13							
14	Grand Total	\$79,636,363	\$36,848,278	\$116,484,641	100.00%	\$815,955,557	14.2%

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

Attachment A-2										
		Utility Name:	BGE							
		For the Reporting Year	2012							
		RESULTS BY PRODUCT								
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)
Line #	NAICS#	Product/Services Descriptions By NAICS Code <sup>1,2</sup>	Minority Business Enterprise	Women Business Enterprise	Service Disabled Veteran Business Enterprise	Not For Profit Workshops	Total Diverse Supplier (S) By NAICS Code	Percentage (%)To Total Diverse Supplier (\$) By NAICS	Total Utility Procurement	Percentage of Diverse Supplier (\$) To Total Utility Procurement
							COLS. (D), (E), (F), (G), and (H)	\$/Total COL. (I)		COL. (I) \$ / Total COL (J)
1	221	Natural Gas Distribution	\$10,517,147	\$8,406,203	\$0	\$0	\$18,923,350	16.2%		2.3%
2	236	Construction of Buildings	\$5,222,572	\$609,948	\$0	\$0	\$5,832,520	5.0%		0.7%
3	237	Heavy and Civil Engineering Construction	\$899,000	\$1,431,268	\$0	\$0	\$2,330,268	2.0%		0.3%
4	238	Specialty Trade Contractors	\$1,744,440	\$558,538	\$48,199	\$0	\$2,351,177	2.0%		0.3%
5	315	Apparel Manufacturing	\$4,308,651	\$0	\$0	\$0	\$4,308,651	3.7%		0.5%
6	321	Wood Manufacturing	\$0	\$88,574	\$0	\$0	\$88,574	0.1%		0.0%
7	323	Paper Manufacturing	\$0	\$184,669	\$0	\$0	\$184,669	0.2%		0.0%
8	327	Non Metallic Mineral Product Manufacturing	\$150,783	\$0	\$0	\$0	\$150,783	0.1%		0.0%
9	332	Fabricated Metal Manufacturing	\$6,050,791	\$2,181,996	\$0	\$0	\$8,232,787	7.1%		1.0%
10	333	Machinery Manufacturing	\$1,131	\$2,533,524	\$0	\$0	\$2,534,655	2.2%		0.3%
11	335	Electrical Equipment, Appliance & Component Manufacturing	\$621,687	\$1,838,232	\$47,353	\$0	\$2,459,919	2.1%		0.3%
12	336	Transportation Equipment Manufacturng		\$5,120	\$0	\$0	\$5,120			
13	423	Merchant Wholesalers Durable Goods	\$5,608,049	\$2,514,723	\$578,481	\$0	\$8,701,253	7.5%		1.1%
14	424	Merchant Wholesalers Non Durable Goods	\$7,022,453	\$2,032,683	\$34,573	\$0	\$9,089,709	7.8%		1.1%
15	441	Motor Vechicles and Parts Dealers	\$3,422,666	\$3,659	\$57,745	\$0	\$3,484,070	3.0%		0.4%
16	484	Truck Transportation	\$338,465	\$207,146	\$63,415	\$0	\$609,026	0.5%		0.1%
17	532	Rental & Leasing Services	\$897,577	\$433,844	\$0	\$0	\$1,331,421	1.1%		0.2%
18	541	Professional, Scientific & Technical Services	\$4,406,282	\$18,932,025	\$865,717	\$0	\$24,204,024	20.8%		3.0%
19	561	Administrative & Support Services	\$6,672,191	\$5,199,640	\$2,331,939	\$0	\$14,203,770	12.2%		1.7%
20	562	Waste Management & Remediation	\$1,350	\$6,235	\$0	\$0	\$7,585	0.0%		0.0%
21	722	Food Services	\$0	\$4,408,072	\$0	\$0	\$4,408,072	3.8%		0.5%
22	811	Repair & Maintenance	\$18,453	\$2,959,722	\$17,710		\$2,995,885	2.6%		0.4%
		Totals	\$57,903,688	\$54,535,821	\$4,045,132	\$0	\$116,484,641	100.0%	815,955,557	14.2%
	1	NAICS Codes listed are subject to change								
	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 (L).								

Public Service Commission of Maryland  
Supplier Diversity Annual Report of Goal Comparison  
(MOU Sec. 6.2.2)

<b>Attachment A-3</b>			
	<b>Utility Name:</b>	BGE	
	<b>For the Reporting Year</b>	2012	
(A)	(B)	(C)	(D)
Line #	Description	Current Year Results (%)	Current Year Goals (%)
1	Minority Business Enterprise	7.1%	7.0%
2			
3	Women Business Enterprise	6.7%	6.1%
4			
5	Service Disabled Veteran Business Enterprise	0.5%	0.9%
6			
7	Not for Profit Workshops	0.0%	0.0%
8			
9	Total	14.2%	14.0%

**ATTACHMENT B**

**CONFIDENTIAL**



Public Service Commission of Maryland  
Supplier Diversity Annual Report of Complaints  
(MOU Sec. 6.2.5)

Attachment C					
	Utility Name:	BGE			
	For the Reporting Year	2012			
(A)	(B)	(C)	(D)	(E)	(F)
Line #	Name of Company	Filing Date of Complaint	Nature of Complaint	Resolved Yes or No	If No, Please Provide Current Status
1	N/A				
2					
3					
4					
5					
6					
7					

Note: There were no supplier diversity complaints in 2012

**ATTACHMENT D**

**CONFIDENTIAL**